MTN Nigeria Communications PLC

See Possibilities

Annual Report 2024

MTN Nigeria launched *'See Naija'* in September 2024, a digital tourism initiative designed to showcase the breathtaking beauty, rich culture, and hidden gems of Nigeria. This campaign highlighted the diverse landscapes, vibrant traditions, and historical landmarks that make Nigeria a unique travel destination.

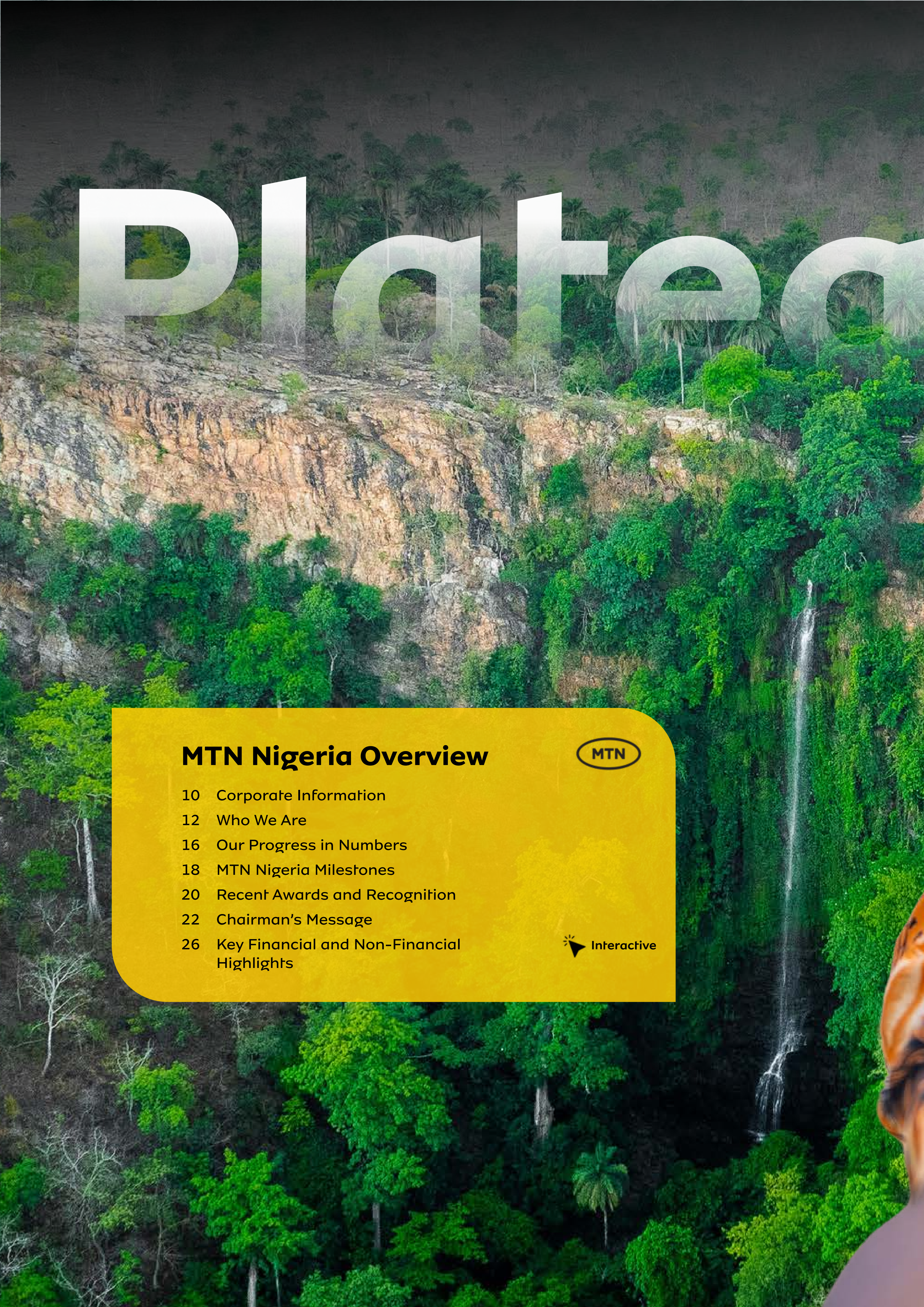
Front Cover: Ngwo Pine Forest, Enugu

We embrace multiple languages to greet with respect, kindness and hospitality. In Igbo we say '*Kedu*,' in Yoruba we say *'Báwo ni'* and in Hausa we say *'Sannu.'* Reflecting the reverence attached to greetings in multiple Nigerian cultures, ***y'ello*** has become our unique way of linking our brand identity to the most powerful human interaction – a greeting, a connection!

Interactive

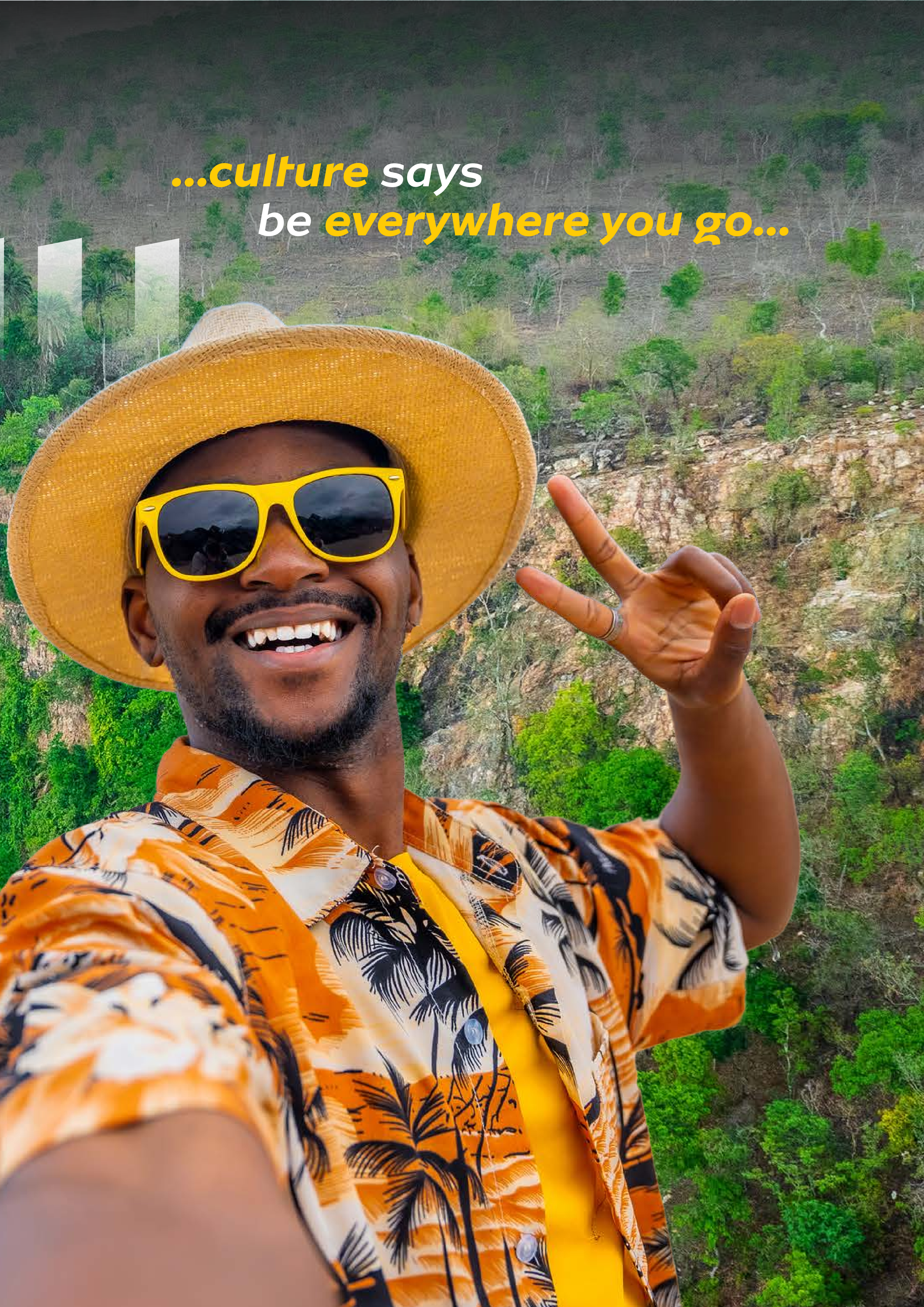
Contents

...from **urban centres**
to ***remote areas of Nigeria,***
our coverage remains
extensive...



MTN Nigeria Overview

Interactive


...culture says
be everywhere you go...

Corporate Information

Registered Company Number	395010		
Directors	**Name**	**Nationality**	**Position**
	Dr. Ernest Ndukwe, OFR	Nigerian	Chairman
	Dr. Karl Olutokun Toriola	Nigerian	Chief Executive Officer
	Mr. Muhammad K. Ahmad, OON	Nigerian	Independent Non-Executive Director
	Mr. Michael Ajukwu	Nigerian	Independent Non-Executive Director
	Mr. Rhidwaan Gasant*	South African	Independent Non-Executive Director
	Mr. Andrew Alli	Nigerian	Non-Executive Director
	Dr. Omobola Johnson	Nigerian	Non-Executive Director
	Mr. Modupe Kadri	Nigerian	Executive Director
	Mr. Abubakar B. Mahmoud, SAN OON	Nigerian	Non-Executive Director
	Ms. Tsholofelo Molefe	South African	Non-Executive Director
	Mr. Ferdinand Moolman	South African	Non-Executive Director
	Mr. Mazen Mroue	Lebanese	Non-Executive Director
	Mr. Ralph Mupita	South African	Non-Executive Director
	Mrs. Ifueko M. Omoigui Okauru, MFR	Nigerian	Non-Executive Director
	Mr. Jens Schulte-Bockum	German	Non-Executive Director
	Mrs. Eyitope Kola-Oyeneyin**	Nigerian	Independent Non-Executive Director
	Mr. Udemezuo Nwuneli**	Nigerian	Independent Non-Executive Director
	Mr. Tim Pennington**	British	Non-Executive Director

*Retired effective 31 May 2024
** Appointed effective 2 January 2025

Registered office	4 Aromire road, Off Alfred Rewane Ikoyi Lagos
Holding company	MTN International (Mauritius) Limited incorporated in the Republic of Mauritius
Auditor	Ernst & Young Nigeria 10th & 13th floors UBA House Marina Lagos
Company secretary	Uto Ukpanah
Registrar	Coronation Registrars Limited 9 Amodu Ojikutu Street Victoria Island, Lagos
Tax identification number	00969009-001
FRC registration number	FRC/2012/00000000114

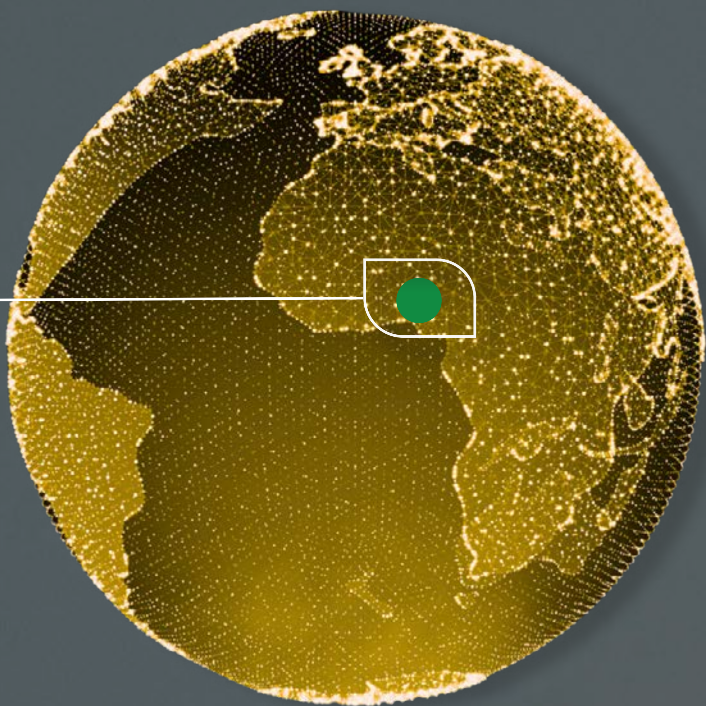

MTN PLAZA

Who we are

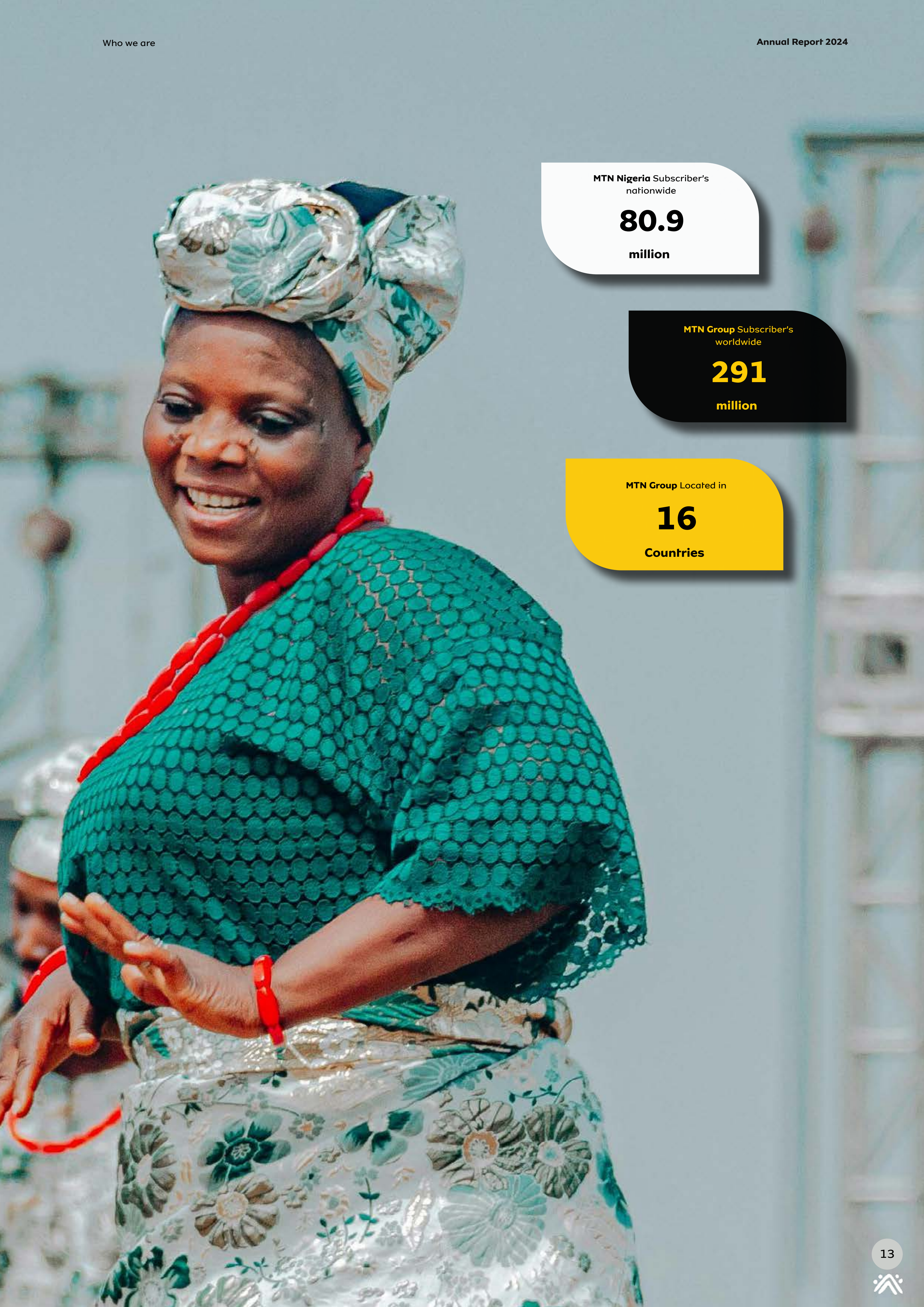
MTN Nigeria Communications PLC is part of the MTN Group, Africa's largest mobile network operator, **leading technology and digital innovation** across 16 countries in Africa and the Middle East. Since our establishment, MTN Nigeria has remained **committed to enabling connections that matter, driving innovation, and expanding digital access.**

Today, **we connect over 80 million people, facilitating local and global communication.**

As a proudly Nigerian company emerging as the 'network of choice,' we are guided by **shared values and a rich African heritage, dedicated to driving digital solutions for Nigeria's progress.**



The MTN Group has operations in Benin, Botswana, Cameroon, Congo Brazzaville, Cote d'Ivoire, eSwatini, Ghana, Iran, Liberia, **Nigeria**, Rwanda, South Africa, South Sudan, Sudan, Uganda, and Zambia.



MTN Nigeria Subscriber's nationwide

80.9

million

MTN Group Subscriber's worldwide

291

million

MTN Group Located in

16

Countries

Who we are

Our strategic intent to lead digital solutions for Africa's progress is reflected in our relentless efforts to expand access to affordable and reliable services, foster digital inclusion, and empower individuals, businesses, and communities. Over the years, we have witnessed the innovation, drive, and resilience that define Nigeria, and it has been our privilege to unlock new opportunities that advance the nation's evolution.

Live Y'ello

Our values are the heartbeat of our success

We are driving every step to enable meaningful connections - among families, friends, organisations and communities. Our people embody the essence to **Live *Y'ello*—Lead with Care, Can-do with Integrity, Collaborate with Agility, Serve with Respect and Act with Inclusion.** Guided by the principle of shared value, they are the foundation of our identity, shaping our culture, steering our decisions, and defining who we are as a company, recognising that our success is intrinsically tied to the wellbeing and development of the communities we serve.

A brighter connected future

From the outset, we believe that **everyone deserves the benefits of a modern, connected life** with limitless opportunities. For over two decades, our growth and success have been driven by our commitment to innovation, investment in cutting-edge technology, and a relentless focus on delivering seamless connectivity.

Our growth platforms

MoMo Payment Service Bank from MTN

my MTN

Chenosis

To lead digital solutions, for Africa's progress

Our progress in numbers

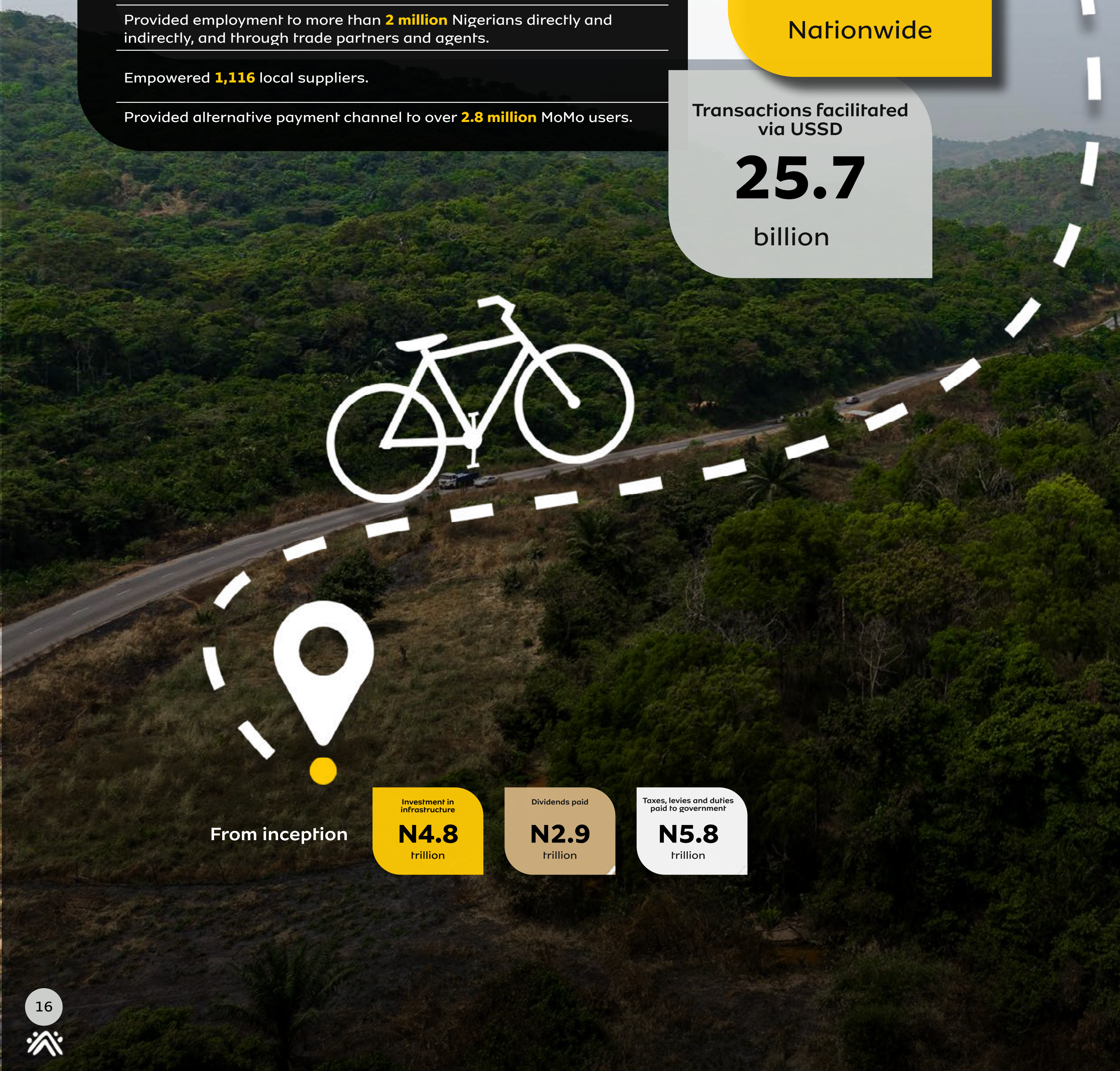
For over 23 years, our unwavering commitment to innovation has empowered millions to connect, grow, and thrive. We have built and nurtured strong relationships, driving impact through cutting-edge products and services. By creating powerful platforms, we continue to support businesses, organisations, and stakeholders unlocking new opportunities and advancing Nigeria's economic and social progress.

Progress in possibilities

- Served over **13,197** businesses, including **1,027** corporates.
- Facilitated over **25.7 billion** transactions via USSD.
- Enabled transactions on over **178,325** automatic tellers and POS devices.
- Provided employment to more than **2 million** Nigerians directly and indirectly, and through trade partners and agents.
- Empowered **1,116** local suppliers.
- Provided alternative payment channel to over **2.8 million** MoMo users.

Coverage
93%
Nationwide

Transactions facilitated via USSD
25.7
billion



From inception

Investment in infrastructure
N4.8
trillion

Dividends paid
N2.9
trillion

Taxes, levies and duties paid to government
N5.8
trillion

Fibre Coverage

43k

kilometres

Nationwide Coverage

- 2G population coverage: **93.0%**
- 3G population coverage: **86.7%**
- 4G population coverage: **82.4%**
- 5G population coverage: **12.7%**
- **19,699** base stations
- **16** switching centres
- Over **42,685 km** of fibre
- Over **1 million** retail touchpoints

Delivering value to over

145k

Shareholders

Creating Value

- Serving over **80.9** million customers
- Employing **1,847** employees
- Delivering value for over **145,911** shareholders

Corporate Social Investment

N31.9

billion

Transforming lives and communities

- Invested over **N31.9 billion** through the MTN Nigeria Foundation (1% of profit after tax committed to corporate social investments)
- Delivered **1,089** project sites reaching **3,527 communities** in 36 States and the Federal Capital Territory (FCT)
- Reached over **32 million** people through social investment programmes

MTN Nigeria Milestones

MTN Nigeria has been at the forefront of driving transformative change in the nation's telecommunications landscape. Our legacy of innovation and commitment to progress continues to redefine connectivity and empowerment across Nigeria. In over two decades, we have not only connected millions of people but have also been a catalyst for economic growth, social development, and technological advancement. The essence of our mission is to harness the power of technology to build a brighter, more inclusive future for all Nigerians.

2001

First call was made on the MTN Nigeria network.

2003

Connected **one million** subscribers.

2004

Incorporated **MTN Nigeria Foundation**.

2006

Connected **10 million** subscribers.

2007

- Acquired **3G** spectrum.
- Awarded **Unified Licence**.

2016

- Acquired 2.6GHz spectrum **(4G)**.
- 4G launched in Lagos, Abuja and Port Harcourt.

2017

Launched MTN's **BRIGHT strategy**.

2018

- Set up ***Y'ello* Digital Financial Services Limited.**
- Launched **Africa's first 3G smart feature phone.**

2019

- Listed on **the Premium Board of the Nigerian Exchange** Limited.
- Obtained Super-Agent licence from Central Bank of Nigeria.
- Conducted 5G technology trial, the first in West Africa.
- Received Investors in People (IiP) Platinum Accreditation.

2020

- Launched ***Y'ello*** Hope: **COVID-19 Support**.
- Launched **eSIM card services**.

2010

Commissioned one of the **largest network switching centres** in Africa.

2013

Connected **50 million** subscribers.

2014

Mobile financial services (**Diamond *Y'ello*** and On Demand).

2015

- **700MHz spectrum** acquisition.
- Acquired Visafone.
- **Launched MTN Music+**
- Received Investors in People (IiP) Gold Accreditation.

2021

- Obtained approval in principle for **MoMo Payment Service Bank (PSB)**.
- Launched the Series 1 Offer for Sale by MTN Group.

2022

- Obtained Approval and Commenced **MoMo PSB** commercial operations.
- First to launch **5G network** in Nigeria.
- Completed the Series 1 Offer for Sale, increasing ownership by over **126,000** shareholders.

2023

- Acquisition of **10MHz spectrum** in the 2.6GHz spectrum band.
- 2m Fibre Broadband (FBB) homes connected.
- **1st Capital Markets Day** event

2024

- Launched **1st eco-friendly biodegradable SIM cards** in Nigeria.
- Launched **MTN Digital Self-service** Store.
- Celebrated **20 Years** of MTN Foundation.

Recent Awards and Recognition

A remarkable year of triumphs, 2024 was defined by prestigious awards and recognition of our commitment to excellence, innovation, and responsible corporate citizenship spanning market leadership, safety excellence, brand, innovation, social impact, and corporate governance. These accolades reaffirm our dedication to delivering exceptional value to all stakeholders.

In the area of innovation, we received the Consumer Choice Award for Telecoms, Sectoral Winner for Telecommunications & Allied Services, and the Company of the Year Award, showcasing our efforts to enhance user experience and drive digital transformation. Our operational excellence was further acknowledged with the 2024 RegTech Rockstar Award for Innovative Infrastructure Provider of the Year and the MSECB Business Continuity Management Certification.

Bayobab, a subsidiary of MTN Group was named the 2024 Best Wholesale Operator, and Josephine Sarouk, MD of Bayobab Nigeria, received the Woman in Telecoms Award at the Total Telecom World Communication Awards in London. This prestigious platform recognises excellence across key categories including AI, digital transformation, and network innovation.

This year also marked a significant milestone for our Foundation—20 years of unwavering commitment to making lives better across Nigeria. Over the past two decades, we have driven impactful change in education, healthcare, and economic empowerment. Our dedication was recognised with multiple awards, including Foundation Team of the Year for Transformational Solutions in Education and Skills at the 8th Nigeria Tech Innovation & Telecoms Awards (NTITA). We were also named the Most Valued Partner by the Private Sector Healthcare Alliance of Nigeria (PSHAN). Our contributions to diversity and inclusion, as well as corporate social responsibility, earned us the Corporate Responsibility Award, reaffirming our commitment to creating lasting, positive change in communities nationwide.

Safety remains at the heart of our operations. In recognition of our leadership in fostering a culture of safety excellence, we were honoured as the AfriSAFE Telecommunications Company of the Year in Livingstone, Zambia. Additionally, our commitment to risk management was recognised with the 2024 Telecoms and Media Services Award at the Nigerian Risk Awards and Summit (NRA). In a historic achievement, MTN Nigeria became the first Nigerian organisation and the first telecommunications company to achieve global CMS certification (ISO 37301:2021) by the International Accreditation Service (IAS).

The celebrations didn't end there, MTN Nigeria team members were individually celebrated for their outstanding contributions. Dr. Karl Olutokun Toriola, CEO of MTN Nigeria, received an Honorary Doctorate from Obafemi Awolowo University. Odunayo Sanya, Executive Director of the MTN Foundation, was named CSI Personality of the Year at NTITA, while Uto Ukpanah became the inaugural winner of the Global Corporate Secretary of the Year Award by the Corporate Secretaries International Association (CSIA) in Kuala Lumpur, Malaysia.

These achievements inspire our ***Y'ello***verse to continue pushing boundaries, fostering partnerships, and delivering world-class solutions that positively impact lives and businesses across Nigeria and beyond. We remain driven in our mission to lead with purpose, drive innovation, build talent and create shared value for all.

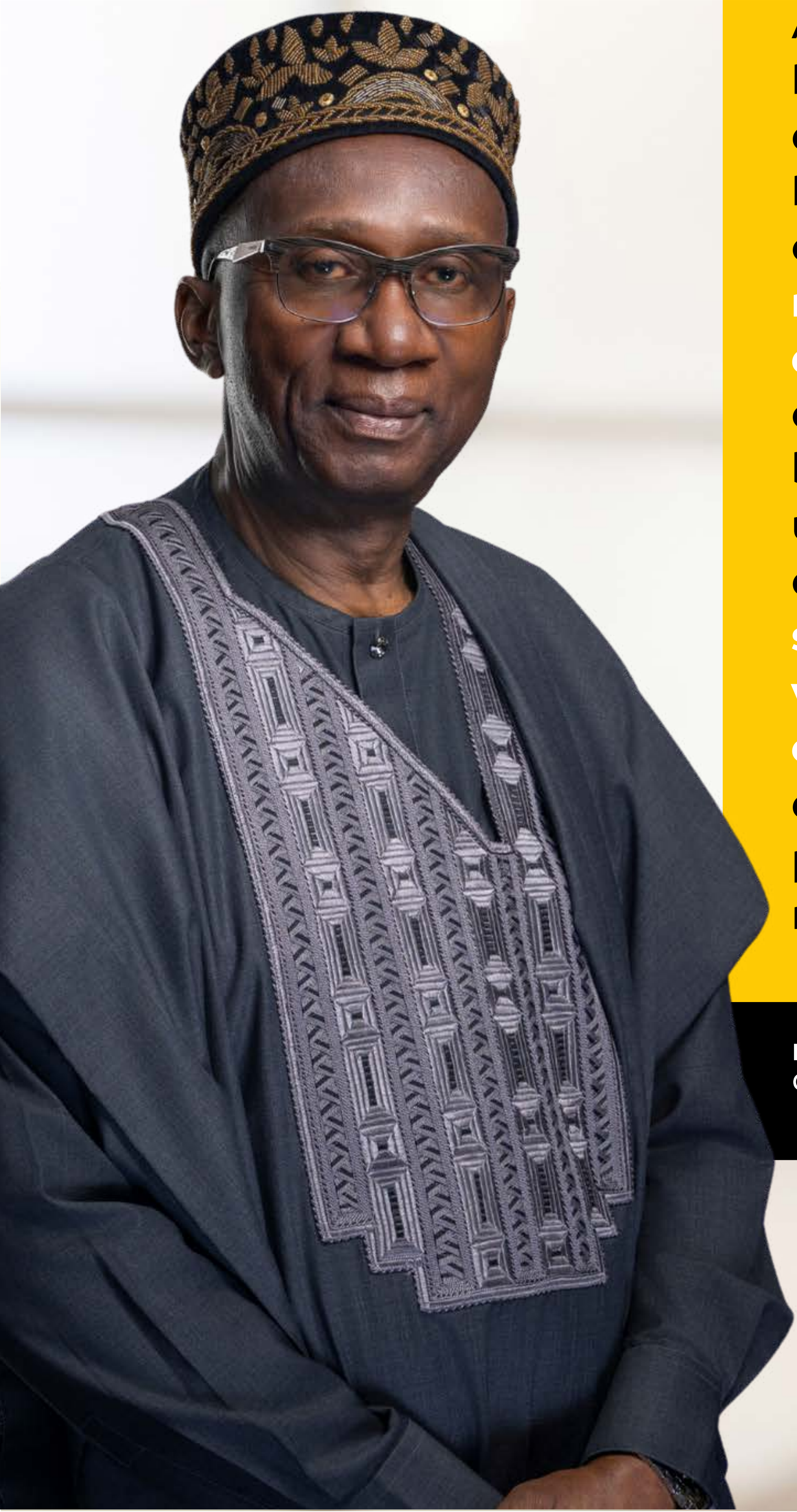
Here's to many more wins for the ***Y'ello***verse!

Award	**Organiser**	**Received date**
Company		
2024 RegTech Rockstar Award for Innovative Infrastructure Provider of the Year	RegTech Africa award	May 2024
2024 Award for Telecoms and Media Services	Nigerian Risk Awards and Summit (NRA)	July 2024
Company of the Year for Safety Excellence	AfriSAFE Telecommunications	November 2024
Most Valued Partner	Private Sector Healthcare Alliance of Nigeria (PSHAN).	November 2024
Foundation Team of the Year, Transformational Solutions in Education and Skills	Tech Innovation & Telecoms Awards (NTITA)	November 2024
2024 Best Wholesale Operator	Total Telecom World Communications Awards	December 2024
Employer of the Year	Nigeria Employers' Consultative Association (NECA)	December 2024
1st company in the Telecommunications industry and 1st MTN OpCo to get globally CMS-certified by the International Accreditation Service (IAS)	International Accreditation Service (IAS)	December 2024
Individual Work Connect Thrive Grow		
Global Corporate Secretary of the Year award *(Uto Ukpanah)*	Corporate Secretaries International Association (CSIA)	April 2024
CSI Personality of the Year award *(Odunayo Sanya)*	Tech Innovation & Telecoms Awards (NTITA)	November 2024
Woman in Telecoms Award *(Josephine Sarouk)*	Total Telecom World Communications Awards	December 2024

Chairman's Message

Esteemed Shareholders,

On behalf of the MTN Nigeria family, I am proud to affirm that our business remains deeply rooted in strength and resilience. Our foundation remains solid, and our role within the broader economic landscape is unwavering, even amidst the challenges we encountered over the past year. As we reflect on this journey, I am inspired by the resilience of the Board, management and staff of our Company, backed by the unwavering confidence of our shareholders, the valued support of our customers, and the immense potential of our nation, Nigeria.



As we reflect on this journey, I am inspired by the resilience of the **Board, management and staff** of our Company, backed by the unwavering confidence of **our shareholders, the valued support of our customers,** and the immense potential of our nation, Nigeria.

Dr. Ernest Ndukwe, OFR
Chairman

Over the past year, the economic environment has been challenging, characterised by high inflation and foreign exchange volatility. Although these factors severely impacted our financial performance and eroded our earnings and shareholders' equity, our ability to adapt, innovate, and seize new growth opportunities enabled us to navigate the challenging operating landscape with confidence. Our foundation and relentless pursuit of operational excellence continue to drive us forward.

Our unwavering commitment to creating value for all stakeholders has always been at the heart of our operations. We have made significant strides in improving the performance of our network, enhancing user experience, expanding our service offerings, and maintaining our leadership position in the industry. These efforts and our dedication to advancing connectivity underscore our belief in the transformative power of digital technology to empower communities and drive national technological transformation and economic growth.

MACROECONOMIC REVIEW

The global economic landscape in 2024 presented a delicate balance of growth opportunities and persistent challenges across the world regions.

Global GDP growth remained moderate within advanced economies, including the United States, the Far East and Europe. Growth remained sluggish due to tight monetary policies aimed at controlling inflation, while emerging markets, particularly in Asia and Africa, showed stronger momentum. Although inflationary pressures eased in some regions, high interest rates continued to dampen consumer spending and business investment. The U.S. economy showed resilience in the labour market and technology sectors but concerns over fiscal deficits and global trade uncertainties persisted.

The Middle East navigated geopolitical tensions and fluctuating energy prices, affecting trade flows and regional stability. Meanwhile, Asia remained a key driver of global growth. China continues its unrelenting advance in technology innovation and is gradually winning global recognition as a leader in areas such as renewable energy, Artificial Intelligence and 5G technologies. India, on the other hand, boasts of the largest number of ICT graduates in the world and, together with South Korea and Japan, is recognised for technological advancement and innovation.

The rising demand for semiconductors has led to expansion in key Asian economies like Taiwan and South Korea, with China remaining a major consumer. However, supply chain disruptions, regulatory shifts, and inflationary pressures posed challenges to sustained progress. Across these regions, businesses faced rising operational costs and evolving market dynamics, driving a renewed focus on efficiency and innovation.

In Africa, technological innovation remains low and lags behind other regions of the world as Africa continues to be mainly consumers with minimal addition to the global technology pool. With increasing internet penetration on the continent, there are signs that technological capability has increased in several countries, including Nigeria.

Global trends, such as increasing investments in artificial intelligence and digital infrastructure, have created opportunities for industries, including telecommunications, to innovate and adapt. However, persistent geopolitical tensions and climate-related events have further underscored the need for resilience and adaptability in a rapidly evolving global economy.

The Nigerian economy experienced a recovery in 2024, with economic growth improving to 3.4%, compared to 2.7% in 2023. This improvement reflects the gradual stabilisation of key sectors and the impact of ongoing economic reforms. However, significant economic challenges remained, including the depreciation of the Naira, rising inflationary pressures, and continued monetary tightening, which had far-reaching effects on the economy.

In 2024, the Naira closed at N1,535 per US Dollar in the official market—a 69.2% movement from N907 per US Dollar at the end of 2023. This depreciation increased operational costs, exerting significant pressure on business activity and consumers.

Inflationary pressures intensified, with headline inflation reaching 34.8% in December 2024, an average of 33.2% for the year. This was mainly due to the effects of the petrol subsidy removal, the Naira depreciation, and higher energy costs. To address inflation, the Central Bank of Nigeria (CBN) adopted a tighter monetary policy stance, raising the Monetary Policy Rate (MPR) multiple times throughout the year to 27.5%, up from 18.75% in December 2023.

The inflation surge, driven by rising prices across various sectors, was further exacerbated by the removal of fuel subsidies and subsequent increases in petrol prices.

The Telecommunications and Information Services sector remains a pivotal contributor to Nigeria's economy, contributing about 16% to GDP in 2024. Sustaining this growth requires continued capital inflows for network expansion, improved broadband penetration, and enhanced digital access. To this end, tariff adjustments were essential to maintaining service quality and ensuring long-term infrastructure investments. A viable pricing framework is critical for sustaining industry growth, empowering digital services, and driving Nigeria's broader economic transformation.

STRONG OPERATIONAL PERFORMANCE MODERATED MACROECONOMIC HEADWINDS

Our Company's performance in 2024 was against tough macroeconomic conditions. Notwithstanding the headwinds, we are encouraged by the 36.1% growth in total revenue to N3.4 trillion, a testament to the underlying resilience of our business. This growth was broad-based across our key revenue lines and was largely driven by a significant acceleration in our commercial operations. Service revenue rose by 35.9%, reaching N3.3 trillion, primarily driven by the increased adoption of our data, voice, fintech, and digital services. This was in spite of the intense competitive operating environment in Nigeria.

However, operating expenses rose by 76.6% to N1.5 trillion, impacted by several macroeconomic factors, including the depreciation of the naira, rising inflation and energy costs, and the implementation of value-added tax (VAT) on tower leases in September 2023. Despite facing cost pressures, we achieved a 9.2% growth in earnings before interest, tax, depreciation, and amortisation (EBITDA) to NN1.3 trillion and an EBITDA margin of 39.1%, aided by the cost savings derived from our expense efficiency programme.

The depreciation of the Naira from N907/$ in December 2023 to N1,535/US$ in December 2024 resulted in a net foreign exchange loss of approximately N925 billion, arising from the revaluation of foreign currency-denominated obligations. This led to the depletion of our retained earnings to negative N607.5 billion (December 2023: negative N208 billion) and shareholders' equity to negative N458 billion (December 2023: negative N40.8 billion).

The impact was more severe in the first half of the year, with a half-year loss after tax of N519 billion and a further depletion in retained earnings to negative N727 billion. However, we are pleased with the recovery in the second half, which reflects the effective execution of the initiatives to recover our profitability and capital position, as outlined during the Extraordinary General Meeting (EGM) held on 30 April 2024. In the second half, we made a profit after tax of

N118.6 billion, reducing our full-year loss to N400.4 billion and our negative retained earnings to N607 billion. This is encouraging, indicating that better days lie ahead, and we are optimistic that the worst is behind us.

PROGRESS ON INITIATIVES TO IMPROVE OUR NEGATIVE CAPITAL POSITION

We have made significant progress across all the major initiatives outlined at the April 2024 EGM to restore our profitability and capital position:

1. Regulated tariff increases – Post the year-end, the telecom industry received approval for up to 50% tariff adjustments. This outcome was made possible with the support of the Honourable Minister of Communications, Innovation and Digital Economy, the NCC, and our industry bodies. The tariff adjustments are necessary to support the industry's long-term sustainability, support continued investment, and ensure reliable services with a focus on customer experience.
2. Driving margin recovery – We have focused on recovering our margins through robust revenue growth and comprehensive expense efficiency measures. Our expense efficiency programme has resulted in significant cost reductions, with approximately N41.9 billion in savings from our underlying expense efficiency initiatives.
3. Reviewing tower lease contracts – We successfully renegotiated our tower lease contracts, which represents a significant milestone in enhancing cost efficiency. The revised terms with IHS Towers reduced the US dollar-indexed component of the leases linked to a discounted US consumer price index (CPI) and removed technology-based pricing, ensuring that payments for new upgrades will be based on tower space and power usage. The renegotiated agreements incorporate an energy cost component indexed to the cost of providing diesel power; however, the terms also include discounts and incentives over the life of the contracts. This resulted in N113.8 billion in operating expense savings, in addition to the underlying expense efficiency improvements. We anticipate additional cost savings from the new lease agreements over the terms of the contracts.
4. Optimising capex – In 2024, we took a deliberate step to reduce capital expenditure, freeing up capital to settle outstanding foreign currency obligations. Notwithstanding, we continued to maintain the resilience and quality of our network through our value-based approach to capital expenditure deployment supported by the cooperation we enjoyed from our major Equipment suppliers. As a result, we deployed N443.5 billion in capex (down by 1.3%) with a reduced intensity of 13.2% compared to 18.2% in 2023.
5. Reducing US dollar exposure – We have made significant progress in reducing the outstanding letters of credit (LC) US$ obligations, which contribute to the volatility in our earnings through forex losses. On the back of our capital expenditure optimisation and improved forex liquidity in the market, we reduced the balance of outstanding LC obligations to US$20.8 million from US$416.6 million as at 31 December 2023. Although this reduction resulted in realised foreign exchange losses, it has substantially strengthened our financial position and lowered the financial risks associated with the depreciation of the naira and its related finance costs.

We will continue to implement these initiatives to accelerate our recovery from the current negative equity position within the next 12 months. However, the near-term uncertainties in our macro environment may impact the trajectory of our recovery. We will monitor developments and provide updates as appropriate while striving to drive our growth ambitions and create value for our stakeholders.

ESG IN ACTION

At the heart of our strategy is our commitment to Environmental, Social, and Governance (ESG) principles. These principles guide every facet of our operations, ensuring our growth is inclusive and sustainable. Through responsible business practices, we are fostering a more resilient digital ecosystem that powers businesses and contributes meaningfully to Nigeria's socio-economic development.

In 2024, we strengthened our commitment to sustainability, achieving a 10.5% reduction in Scope 1 and 2 emissions compared to the baseline established in 2021 through the utilisation of the most up-to-date and efficient technologies. We extended our renewable energy adoption through 194 solar-powered rural telephony sites. Innovation is at the core of our initiatives—as we introduced biodegradable SIM cards and advanced our Project GreenCycle to drive waste and water conservation. These underscore our dedication to reducing our carbon footprint and driving sustainable operations aligned with our environmental goals.

As part of our commitment to building sustainable societies, we made significant progress toward advancing workplace inclusion and gender equality as our female representation increased to 41.4% from 38.7% in 2023, demonstrating our continued commitment to diversity and inclusion. To bridge the digital divide and support Nigeria's digital economy, we expanded broadband coverage to 90.1%, up from 89.8% in 2023.

2024 also marked a significant milestone as we celebrated the 20th anniversary of the MTN Nigeria Foundation, a testament to two decades of transformative impact. In 2024, the Foundation invested N3.5 billion in community-focused projects, impacting over 663,000 individuals across 225 communities. This brings the total amount invested since the inception of the Foundation to N31.9 billion.

We also paid over N764 billion in taxes, levies and duties to the Government. Our unwavering commitment to integrity, accountability, and strong governance is reflected in our 79% Reputation Index score, surpassing the industry benchmark of 75%.

Sustainability and economic growth must go hand in hand. As we advance digital and financial inclusion, we remain committed to creating a future where progress benefits everyone. We are aware of the significant impact of ongoing economic pressures on our communities and broader stakeholders. This awareness reinforces our commitment to corporate social investment, creating value for our stakeholders, and promoting sustainability. These principles have become the foundation of our work and remain crucial to us.

KEY BOARD DEVELOPMENTS

I commend my fellow Board members for their dedication and commitment to their roles. They offer insightful guidance and direction as we pursue our Company's goals.

In 2024, Mr. Rhidwaan Gasant retired from the Board after serving his tenure as an Independent Non-Executive Director (INED). He was the Chairman of the Board Audit Committee and served as a member of the Risk Management and Compliance Committee as well as the Social, Ethics and Sustainability Committee. In addition, Mr. Gasant served as one of the Board's representatives on the Statutory Audit Committee. His service highlights his commitment to transparency and accountability. The Board expresses its deepest appreciation for Mr. Gasant's exceptional leadership, diligence, and integrity, which have left an enduring mark on the organisation.

Since our last general meeting, three new Directors were appointed who effectively joined the Board on 2 January 2025. We believe the new Directors will bring their wealth of experience and expertise to enhance Board operations and

▲35.9% Service revenue

▼192.2% Loss after tax

At the core of our efforts is innovation—introducing biodegradable SIM cards and advancing Project GreenCycle to drive waste and water conservation. This year also marked a significant milestone as we celebrated the 20th anniversary of the MTN Foundation, a testament to two decades of transformative impact.

contribute to our Company's growth and future direction. They are:

1. Mrs. Eyitope Kola-Oyeneyin - Independent Non-Executive Director
2. Mr. Udemezuo Nwuneli - Independent Non-Executive Director
3. Mr. Tim Pennington - Non-Executive Director

To stay ahead of an evolving business landscape, our Board embarked on a Board Retreat and Strategy Session, a platform for deeper engagement and strategic alignment. During this meeting, Board members engaged with industry experts, innovators in various fields, and key stakeholders across our supply chain to explore emerging technological advancements and their implications for our business. A key focus was identifying opportunities to leverage innovation, enhance resilience, and ensure long-term sustainability in a rapidly changing environment. This retreat reaffirmed our dedication to staying ahead of industry shifts, embracing emerging technologies, and driving sustainable growth for all stakeholders.

In line with our commitment to continuous Board development, the 2024 programme prioritised Artificial Intelligence and ESG—two critical pillars of our corporate strategy. Understanding AI's transformative potential and ESG's increasing relevance equips the Board to guide the Company in aligning innovation with responsible business practices, reinforcing our leadership in Nigeria's digital economy.

OUTLOOK

As we adapt to global trends—particularly the growing reliance on artificial intelligence and digital services—we will continue to focus on operational efficiency and innovation to maintain our competitive edge. Our commitment to creating value for our stakeholders remains paramount, ensuring we contribute positively to Nigeria's economic recovery and growth.

Therefore, as we move forward, we are committed to restoring our financial position and ensuring sustainable growth. In this regard, we are implementing strategies to restore our equity position and strengthen operational capacity while keeping our stakeholders' interests at the forefront of our decisions.

We are excited about the possibilities ahead and confident that our strong foundation, operational discipline and clear growth strategy will enable us to thrive despite uncertainties. We are optimistic about our trajectory, fuelled by the increasing demand for our services and our ongoing collaboration with all stakeholders to promote sustainable industry growth. The strong support of our Board, dedicated management team, and hardworking employees plays an instrumental role in our ongoing journey toward recovery and excellence.

APPRECIATION

Over the past year, I have been inspired by the trust and loyalty of our customers, many of whom have been with us since our first call in 2001. Their continued support has been instrumental in our journey, even in challenging economic conditions. As we move forward, we remain focused and stay true to our mission to build long-term value for all our stakeholders.

I extend my heartfelt gratitude to our employees, partners, and vendors, whose contributions strengthen our ecosystem, and to the government bodies whose efforts foster a thriving and supportive environment. Thank you for your trust, dedication, and support.

Key Financial Highlights

Indicators	Growth Rate	Amount (N' billion) 2024	2023	2022	2021	2020
Total revenue	36.1%	3,360.8	2,468.8	2,012.3	1,654.3	1,346.4
Service revenue	35.9%	3,334.9	2,454.7	2,006.2	1,651.3	1,339.0
Voice revenue[1]	14.5%	1,302.1	1,137.0	1,036.7	970.8	896.0
Data revenue[2]	49.1%	1,594.4	1,069.5	764.8	520.5	332.4
Digital revenue[3]	95.2%	73.1	37.5	22.0	13.4	11.2
Fintech revenue[4]	23.2%	106.5	86.4	84.4	70.6	44.8
Other service revenue[5]	108.0%	258.9	124.4	98.2	75.9	54.6
Non-service revenue[6]	83.7%	25.9	14.1	6.1	3.0	7.4
EBITDA[7]	9.2%	1,313.4	1,202.5	1,070.4	877.1	685.7
Profit after tax	(192.2%)	(400.4)	(137.0)	348.7	307.2	205.2
Capital expenditure[8]	(1.3%)	443.5	449.3	361.0	304.4	240.1
Adjusted free cash flow[9]	36.9%	837	611.2	599.8	441.9	429.9
Key Financial Ratios						
EBITDA margin (% of revenue)	-9.6pp[11]	39.1%	48.7%	53.2%	53.0%	50.9%
Earnings per share[10]	-198.4%	(19.1)	(6.4)	16.8	14.7	9.8
Capital expenditure intensity (% of revenue)	-5.0pp	13.2%	18.2%	17.9%	18.4%	17.8%
AFCF margin (% of revenue)	0.1pp	24.9%	24.8%	29.8%	26.7%	31.9%
Return on equity (ROE)[12]	N/A	N/A	(44.4%)	119.5%	134.7%	127.0%
Return on invested capital (ROIC)	-15.8pp	22.2%	38.0%	41.5%	40.5%	33.5%

Notes:

[1]Voice revenue includes interconnect and outbound roaming voice

[2]Data revenue includes outbound roaming data

[3]Digital revenue includes revenue generated from the distribution of video, music, gaming and lifestyle content

[4]Fintech revenue includes MTN Xtratime and mobile financial services

[5]Other service revenue includes Information and Communications Technology (ICT) and infrastructure and devices

[6]Non-service revenue includes revenue from the sale of devices and SIM card

[7]EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation)

[8]Capital expenditures exclude the impact of IFRS 16

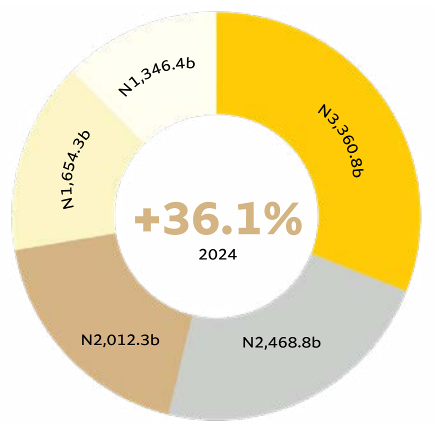
[9]Adjusted free cash flow excludes non-cash transactions

[10]Earnings per share excludes non-controlling interest

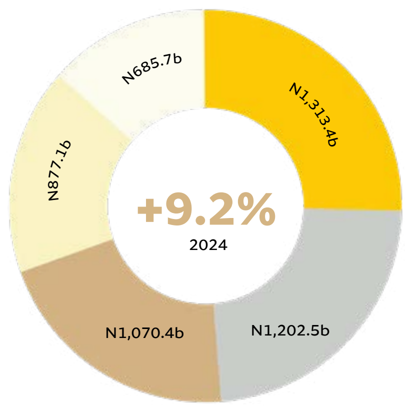
[11]PP – Percentage point

[12]ROE is marked as N/A due to a Loss after Tax and negative equity position

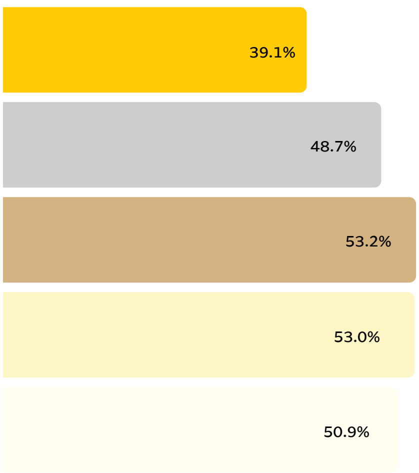
Total revenue



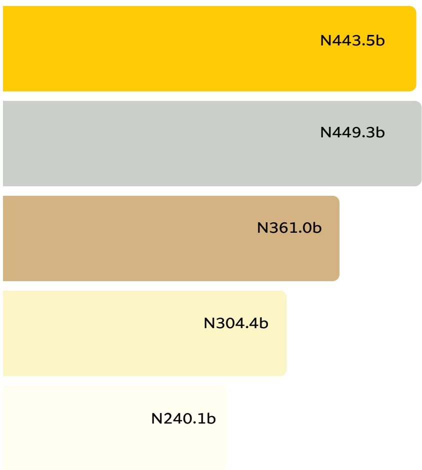
EBITDA



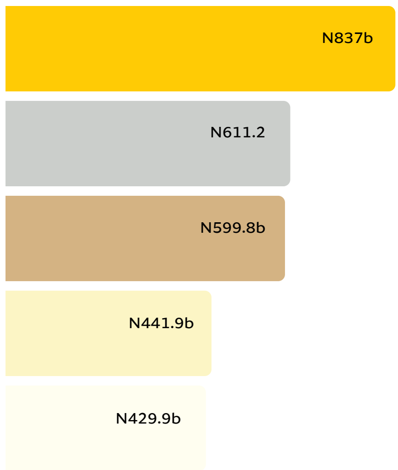
EBITDA margin



Capital expenditure



Adjusted free cash flow



2024 2023 2022 2021 2020

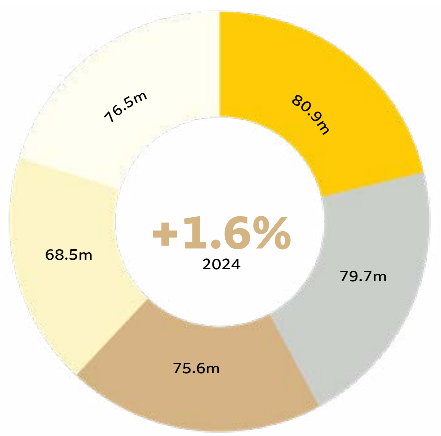
Key Operational Highlights

Indicators	Growth Rate	2024	2023	2022	2021	2020
Mobile subscribers (million)	1.6%	80.9	79.7	75.6	68.5	76.5
Data subscribers (million)	7.0%	47.7	44.6	39.5	34.3	32.6
Home broadband subscribers (million)	61%	3.2	2.0	1.2	0.7	-
MoMo PSB wallets (million)	-46.6%	2.8	5.3	2.0	-	-
Digital subscribers (million)	-2.6%	16.1	16.5	10.3	7.5	2.8
Average revenue per user (N)	28.5%	3,222	2,508	2,192	1,878	1,501
Data Usage (Gigabytes per active User)	33.6%	11.2	8.9	6.9	4.7	2.9
Net Promoter Score		1st	1st	1st	1st	1st
2G population coverage	0.1pp	93.0%	92.9%	92.3%	89.8%	88.9%
3G Population Coverage	0.3pp	86.7%	86.4%	83.6%	82.5%	80.4%
4G Population coverage	0.9pp	82.4%	81.5%	79.1%	70.3%	60.1%
5G population coverage	1.4pp	12.7%	11.3%	3.2%	-	-

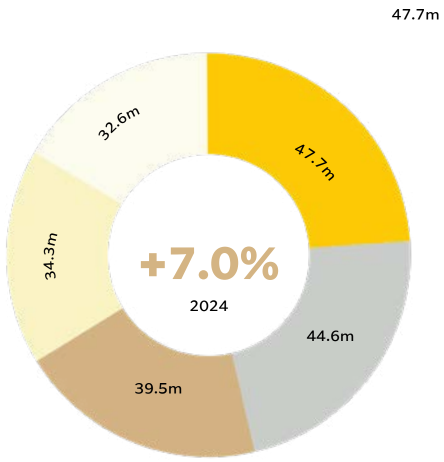
Despite industry challenges, **our subscriber base grew to a record 80.9 million (+1.6%)**, while **active data subscribers increased by 7% to 47.7 million**. This growth was **driven by strategic customer value propositions, churn management, and service innovations,** contributing to a **36.1%** topline revenue increase.

Dr. Karl Olutokun Toriola
Chief Executive Officer

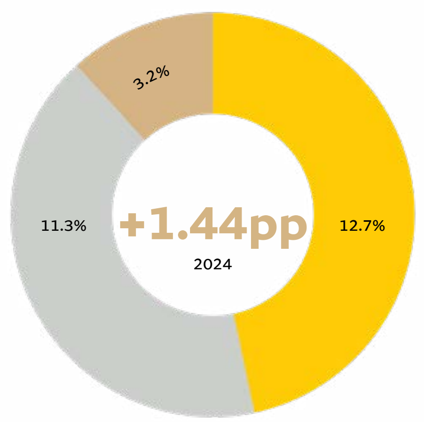
Mobile Subscribers



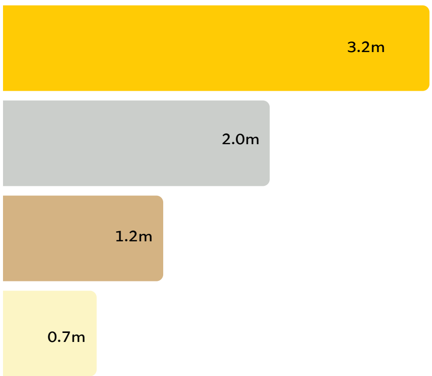
Data Subscribers



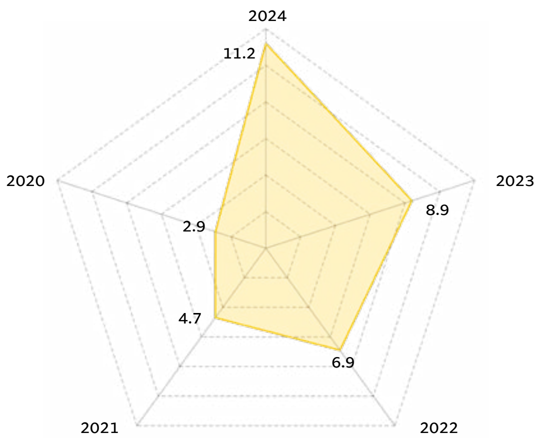
5G Population Coverage



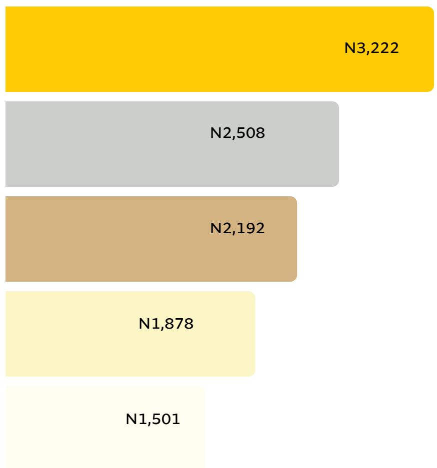
Home broadband subscribers



Data Usage (Gigabytes per active User)



ARPU



2024 2023 2022 2021 2020

Strategy, a driver for new possibilities

Interactive


...be as bright
as Y'ello and be the Sun...
Kwara

Conversation with the CEO

Without a doubt, 2024 was a challenging year for both businesses and consumers. How did you manage to navigate through these challenges while still delivering strong topline performance?

The year 2024 undoubtedly tested our resilience as we navigated a challenging operating environment marked by severe macroeconomic conditions. Inflation remained persistently high, averaging 33% for the year, driven by escalating energy and food prices, alongside the significant depreciation of the naira. The naira ended the year at N1,535/US$, a steep decline from N907/US$ in December 2023. Consequently, the Central Bank of Nigeria implemented a tighter monetary policy, raising the policy rate to 22.75%. While this increase led to higher funding costs, it also reduced volatility and improved liquidity in the foreign exchange market. These factors posed considerable challenges for businesses, including MTN Nigeria, increasing pressure on consumers and the cost of doing business.

At MTN Nigeria, we viewed these challenges as catalysts for innovation and decisive action. We focused on what mattered most, strengthening the resilience of our network, prioritising customer experience, and accelerating the growth of our commercial operations through our customer value management initiatives. Our disciplined approach to capital allocation and expense efficiency programme was key to our strategy. By focusing on operating efficiency, we delivered cost savings that helped to reduce the effects of macroeconomic pressures.

What do you consider to be your key achievements in 2024, and how have they impacted your business?

In 2024, we achieved significant milestones that reinforced our market leadership and positioned us for long-term success. Despite industry challenges, our subscriber base grew to a record 80.9 million (+1.6%), while active data subscribers increased by 7% to 47.7 million. This growth was driven by strategic customer value propositions, churn management, and service innovations, contributing to a 36.1% topline revenue increase.

A major breakthrough was resolving the uncertainty around the recovery of the outstanding USSD debt owed by deposit money banks, enabling us to recognise N74 billion in revenue. Additionally, we successfully renegotiated tower lease contracts, reducing USD-indexed components and caping escalations based on the Consumer Price Index (CPI). This delivered cost savings of approximately N114 billion in 2024, along with improvements in our overall expense efficiency, and contributed to the 9.2% increase in earnings before interest, taxation, depreciation and amortization (EBITDA).

We also, reduced US dollar letters of credit obligations by 95%—from US$417 million in December 2023 to US$21 million—mitigating forex risks and finance costs.

In terms of network assets, we renewed our 800MHz spectrum and expanded lease agreements with NTEL, enhancing nationwide coverage and network capacity cost-effectively.

Beyond financial and operational achievements, we became the first Nigerian organisation awarded ISO 37301-2021 certification for compliance management. We advanced workplace inclusion, increasing female representation to 41.4%, bringing us closer to our 50% target by 2030.

These accomplishments have strengthened our business resilience, positioning us for sustainable growth.

Dr. Karl Olutokun Toriola
Chief Executive Officer

We are grateful to the authorities for the post-year-end approval for tariff adjustments granted to telecom operators, a key milestone for the long-term sustainability of the industry. They are necessary to support continued investment and ensure reliable services.

Despite strong revenue growth, MTN Nigeria reported losses, resulting in negative shareholder equity. What steps have you taken to return the business to profitability, and what progress have you made in this regard?

In 2024, we made significant strides in expanding our commercial operations, leading to strong topline revenue growth. However, tough macroeconomic conditions exerted severe cost pressure on our business, resulting in a reported loss after tax. This loss was largely attributed to foreign exchange losses from the revaluation of our foreign currency-denominated obligations, which had a considerable negative impact on our retained earnings and shareholders' equity.

We have taken strategic steps to restore profitability and rebuild shareholder equity. These initiatives were presented at the April 2024 Extraordinary General Meeting (EGM). They include obtaining approval for tariff adjustments, driving margin recovery, renegotiating our tower contracts, and reducing foreign exchange exposure. We are pleased with the progress we have made, which puts us on track to return to positive equity.

We are grateful to the authorities for the post-year-end approval for tariff adjustments granted to telecom operators, a key milestone for the long-term sustainability of the industry. They are necessary to support continued investment and ensure reliable services. Other key initiatives include our expense efficiency programme, as well as the successfully renegotiated commercial terms of our tower lease contracts, which resulted in significant cost reductions.

Our value-based approach to capex deployment has been instrumental in optimising capital expenditure and maintaining the resilience and quality of our network. This has freed up capital to settle outstanding foreign currency obligations. Although this reduction resulted in realised foreign exchange losses, it has substantially strengthened our financial position and lowered the risks associated with the depreciation of the naira and its related costs.

These initiatives contributed to a strong recovery in the second half (H2) of 2024. In H2, we reported a profit after tax of N118.6 billion, compared to a loss of N519 billion in the first half (H1), reducing our full-year loss after tax to N400.4 billion. We will continue implementing initiatives to accelerate earnings growth, recover from our negative capital position, and create sustained value for all stakeholders.

Could you please comment on the progress made in executing your Ambition 2025 strategy? What were the key priorities for MTN Nigeria in 2024?

Since launching Ambition 2025, we have been committed to extending MTN Nigeria's role beyond traditional telecom services, positioning our business as a key player in Nigeria's digital and economic transformation. In 2024, we made significant progress towards realising the objectives of our Ambition 2025 strategy, guided by our localised strategy—PACE 40:5:45.

As part of our key priorities, we effectively leveraged our connectivity infrastructure to deliver top-tier voice and high-speed data services, resulting in remarkable achievements, including reaching a record-high subscriber base of approximately 81 million customers and expanding our active data users to nearly 48 million. Our dedicated efforts in network modernisation and optimisation, earned us the number one rank in voice, data, and crowdsourced network quality, according to independent assessments by Umlaut.

In our pursuit of "Own the Home," we leveraged our 5G fixed wireless devices, mobile broadband solutions, and fibre-to-the-home connectivity to continue expanding home broadband penetration. This enabled us to add over 1.2 million new subscribers in 2024, reaching a total home broadband user base of approximately 3.2 million.

In line with our commitment to support financial inclusion objectives, our fintech business successfully introduced cross-border remittances with thirteen African countries. Additionally, we grew our merchant and biller ecosystem, enhancing the MoMo PSB app to improve user experience and drive engagement.

We also accelerated platform initiatives to strengthen our competitive position in the evolving digital landscape. Notably through Chenosis, our API marketplace, we introduced several new APIs in 2024, positioning us as a key enabler for digital innovation across Nigeria.

Furthermore, we implemented strategic initiatives focused on achieving sustainable operational stability. In addition, we drove substantial localisation of our technology costs, reducing exposure to foreign exchange risks without compromising high-quality service delivery. We prioritised network investments, expanding 4G and 5G coverage, and enhancing capacity to improve service quality and customer experience. We are also leveraging AI-driven customer engagement to further improve efficiency and service delivery.

These achievements have firmly positioned MTN Nigeria as a resilient and forward-thinking organisation, poised to deliver sustainable long-term growth and value to all our stakeholders.

What strategic shifts were made in the fintech business to drive the adoption of digital financial services and deepen inclusion in Nigeria?

In the fintech sector, our goal is to enhance the adoption of digital financial services and promote inclusion. We have recalibrated our growth strategy to improve the quality and retention of our wallet user base, focusing on experience and the development of advanced services. We have also revamped our customer acquisition strategy to improve the focus on service penetration, enhance monetisation and lower acquisition costs.

Leveraging our fintech solutions, we are expanding partnerships within Nigeria's established agent and merchant networks to increase accessibility and bring digital financial services closer to customers, especially those underserved. This includes simplified payment solutions that enable seamless transactions within our ecosystem, enhancing interoperability with banks and fintech partners, and reducing barriers to financial access.

Additionally, we prioritised security and trust by strengthening fraud prevention measures and implementing targeted customer education initiatives to build confidence in digital transactions. These strategic shifts have positioned MoMo PSB as a key driver of financial inclusion, making digital payments more accessible and convenient for millions of Nigerians.

In response to the evolving technological landscape, MTN Nigeria is transitioning from a telecommunications company to a technology company. Could you share some insights into where you are on this journey, the initiatives you have undertaken, and the progress you have made?

At MTN Nigeria, we recognise that the rapidly evolving technological landscape demands more than just incremental change. To stay ahead, we are undergoing a bold transformation from a traditional telecommunications provider into a full-fledged technology company—or Techco. This evolution is driven by our vision to pioneer new business models, enhance customer experiences, improve operational efficiency, and contribute to the broader digital ecosystem. We have made significant strides on this journey through key initiatives:

- Software Engineering Excellence: A cornerstone of our transformation is The Software Lab, a hub of over 350 skilled engineers dedicated to developing localised digital solutions. By reducing reliance on foreign technology providers, we have optimised costs, accelerated product deployment by 45%, and enhanced the relevance of our offerings for the Nigerian market. Operating under an agile framework, the lab streamlines system maintenance reduces licensing costs and ensures efficient delivery of new digital products.

- Enhanced Customer Engagement Platforms: We have revolutionised customer interactions through advanced digital platforms, including our Single Service Portal (SSP) and AI-powered Zigi chatbot. These innovations provide seamless self-service experiences, reduce response times, and improve operational efficiency—creating a more responsive and customer-centric digital ecosystem.

- Next-Generation Fintech & API Ecosystem: Fintech is central to our Techco evolution. We are developing the Next Generation Payment Gateway (NPG), a major advancement in our fintech capabilities. Additionally, our Chenosis API marketplace is expanding, fostering an open ecosystem where external partners can leverage our platforms to build and integrate new digital solutions—further enriching Nigeria's digital economy.

- AI and Cloud Innovation: We are investing in cutting-edge technologies, establishing a dedicated AI engineering team, and deploying cloud solutions to enhance data sovereignty and control. Through partnerships with hyperscalers like

Amazon Web Services, Azure, and Google Cloud, we ensure scalable and reliable computing resources. This allows us to embed artificial intelligence directly into operational processes and customer services, streamlining tasks such as digital KYC through AI-driven image recognition. Our ongoing cloud adoption significantly enhances operational agility and resilience, ensuring digital services are both scalable and reliable. Our local cloud offering provides a secure, scalable and cost-effective platform that supports fast provisioning, automation, and hybrid cloud integration, giving customers the flexibility to deploy and manage cloud services locally.

In summary, our Techco journey is anchored on continuous innovation, localisation of technological capabilities, and strategic partnerships. By strengthening in-house expertise, expanding fintech capabilities, and advancing AI and cloud infrastructure, we are positioning MTN Nigeria as a leading digital innovator. This transformation positions us to capture significant growth opportunities in Nigeria's digital economy—ensuring sustainable growth and long-term value creation.

You embarked on a culture transformation journey in the year 2021. Please share some insights into the rationale behind this initiative, as well as the progress and impact it has had on the organisation.

Since we initiated our culture transformation journey in 2021, our fundamental aim has been to build a purpose-driven organisation anchored deeply on our core values and aligned with our strategic ambitions. We partnered with The SLAP Company to facilitate this transformation.

The rationale behind this was straightforward—we recognised that our long-term success would depend not only on technology or infrastructure, but on our people and their alignment with a shared vision. We intentionally created a leader-led process that engaged our Executive Committee deeply through the "*Back to the Garage*" initiative, reflecting on our humanity, experiences, and aspirations. This process produced our leadership *Manifestos* and *Obsessions*, representing a commitment to bringing MTN Nigeria into the future through the combined power of our individual intentions.

Our *Obsessions mirror* the MTN Group-wide refreshed values as the employees' rules of living i.e., the behaviours that keep our culture safe. Subsequently, all management employees participated in culture workshops that spoke to the *"what"*, *"why"* and *"how"* of life. These, in turn, birthed actions that helped to infuse the desired culture in our people management practices and to ensure that it is sustained.

The impact of these changes has been substantial. In 2024, we achieved an unprecedented Employee Engagement score of 92%, surpassing industry benchmarks and marking a significant seven-point improvement from 2023. For the first time, engagement metrics reached 100% in areas measuring pride in the organisation, belief in organisational goals, and willingness to exceed expectations.

Additionally, embedding Diversity, Equity, and Inclusion (DEI) into our culture has allowed us to foster an environment that fully leverages Nigeria's rich diversity. Women now represent approximately 41.4% of our workforce, with 47% representation within our Executive Management team. Our Women in Tech and MTN ***Y'ello*** Mums Internship programmes launched in the year, exemplify our strategic efforts to empower women professionally.

Furthermore, initiatives such as the Beyond Barriers programme demonstrate our commitment to inclusive practices, specifically focusing on persons with disabilities, reinforcing our alignment with global ESG standards and our reputation as an inclusive employer.

Overall, our culture transformation has significantly enhanced employee engagement and organisational cohesion. It's directly strengthened our ability to deliver outstanding business performance and drive sustainable long-term value for all our stakeholders.

What is your outlook for the business and your key priorities for 2025?

As we navigate the challenges in our operating environment, including high inflation and volatility in foreign exchange markets, we are committed to driving sustainable growth and operational resilience. Our primary focus is to restore a positive net asset position in the current financial year.

We will focus on enhancing operational efficiencies and digitalisation, making strategic investments in our network and technology infrastructure. The recent approval of new tariffs by the Regulator will allow us to sustain the necessary investments in our networks, which are crucial for improving customer experience. We aim to increase our market share in the home broadband segment and expand our digital and fintech ecosystem through new partnerships and improvements to our service offerings to ensure continued growth.

As we navigate the uncertainties ahead, we will remain agile and responsive to emerging market trends and regulatory environments. We have reinstated a revised medium-term guidance framework for our business, expecting service revenue growth of at least 20% and a recovery in our EBITDA margin to at least 50% over the medium term. We also anticipate capex intensity subsiding as it normalises over the medium term, following an expected acceleration in our capital expenditure deployment in 2025 to enhance network capacity and customer experience.

The near-term uncertainties in our macro environment, including exchange rate volatility and potential price elasticity from the new tariff implementation, may affect the trajectory of our recovery. However, we remain confident in our strategies and the strength of our brand to deliver value to our stakeholders. Together, we are well-positioned to seize upcoming opportunities and guide MTN Nigeria toward a successful future.

Ambition 2025 Strategy

Since we launched our business strategy, ***Ambition 2025*** in 2021, we have been on a journey to revolutionise our business. We are extending our focus beyond core mobile and fixed connectivity infrastructure to building the largest and most valuable platform business, creating shared value and enabling limitless possibilities.

Our strategic intent remains unchanged—***leading digital solutions for Nigeria's progress***, with a focus on enabling social and economic transformation in the country. This is underpinned by our belief that ***everyone deserves the benefits of a modern, connected life***.

With this belief at our core, we are committed to enhancing digital and financial inclusion in Nigeria, as well as promoting sustainable growth and creating value for our stakeholders, regardless of macroeconomic challenges.

Leading digital solutions for Nigeria's progress

- Build the largest & most valuable platforms
- Drive industry-leading connectivity operations
- Create shared value
- Accelerate portfolio transformation

Vital Enablers

- Leading customer experience
- Best talent, culture & future skills
- Value based capital allocation
- ESG at the core
- Technology platforms second to none

Values

- Lead with Care
- Can-do with Integrity
- Collaborate with Agility
- Serve with Respect
- Act with Inclusion

PACE 40:5:45 Strategy

Our PACE 40:5:45 strategy was designed to localise our Group wide Ambition 2025. It preserves the core principles of Ambition 2025 while ensuring a tailored approach to seizing opportunities within our dynamic market. The strategy also highlights our focus on efficiency as a key enabler to manage the external headwinds in our operating environment.

P – Protect and grow connectivity business

A – Accelerate platform play

C – Create shared value

E – Eliminate redundancies and drive efficiency

40% 5G population coverage

5 million FBB connected homes

45 million MoMo users

PACE 40:5:45 Strategic Alignment to Ambition 2025

While PACE 40:5:45 retains focus on key pillars of Ambition 2025, it ensures we also focus on capturing a number of identified opportunities within Nigeria. The strategy sets out our aspirations to achieve 40% 5G population coverage, 5 million Home Broadband connections and 45 million MoMo users. The schematic below illustrates the link between PACE 40:5:45 strategic objectives and Ambition 2025.

PACE 40:5:45	STRATEGIC OBJECTIVES ALIGNMENT				Ambition 2025
Protect & grow connectivity business	Strong revenue growth (above inflation) ▪ Protect and grow voice. ▪ Sustain data leadership. ▪ Drive stickiness by converging voice and data with other services.	Deliver Fixed Broadband (FBB) strategy by levergaing 5G fixed wireless solutions and fiber-to-the-home offerings.	Defend our market share and maintain the scale advantage.		**Drive industry-leading connectivity operations**
Accelerate platform play	Build the largest and most valuable Fintech platform in Nigeria.	Build the largest community of app users and content consumers in Nigeria, leveraging eco-system partners.	Grow revenue from new business lines and other platforms (Payment/ Data/Network as a Service, Enterprise etc.)	Facilitate digitisation of business processes for Private-Public enterprises; utilising a diverse array of ICT and coverged solutions, in collaboration with strategic partners.	**Build the largest & most valuable platforms**
Create shared value	De-risk the business by partnering with Nigerian Nation state to support socio-economic development.	Empower and partner with indigenous companies to reduce import dependency and promote shared prosperity.	Culture transformation for organisation renewal.	Drive sustainability, diversity and inclusion: Reduce emissions to 90,828t of C02e in line with our Net Zero strategy.	**Create shared value**
Eliminate redundancies and drive efficiency	Transform the core business by accelerating the shift from telco to techco.	Deliver capital expenditure efficiency through smart network capacity deployment and spectrum management.	Accelerate digitisation and process automation to optimise internal processes, improve service delivery and increase sales.		

Progress on our strategic objectives

Protect and Grow Connectivity Business

We are leveraging our extensive connectivity infrastructure to continue delivering top-tier voice and high-speed data services through tailored products for our diverse customer base.

Voice Services

In our voice segment, enhancing network quality remains a key part of our strategy. We are committed to consistently meeting the connectivity needs of our customers, especially in areas with limited data coverage. This has resulted in significant growth in our subscriber base, reaching an all-time high of 80.9 million in 2024. At the same time, we continue to improve the overall user experience by facilitating national roaming.

We ranked #1 in voice, data and crowdsource during the latest 2024 Drive Test conducted by Umlaut.

Data Services

Our strategic approach to network modernisation and optimisation, aimed at reducing network congestion and enhancing user experience, has been instrumental in driving subscriber growth and increased data usage, such that our active data users reached a record high of approximately 48 million in 2024. Also, we recorded significant growth of over 40% in data traffic, boosted by rising smartphone penetration and higher demand for digital services.

Fixed Broadband

We continued to expand home broadband (HBB) penetration to support the growing use cases for digital adoption, leveraging our 5G fixed wireless access devices, mobile broadband solutions, and fibre-to-the-home connectivity.

In 2024, we added over 1.2 million subscribers, bringing our home broadband users to 3.2 million. This milestone reinforces our commitment to "Owning the Home," which provides a solid foundation for future growth.

Total Subscribers	4G Coverage	5G Coverage	Data Traffic Growth	HBB Connections	Active Data Users
80.9m	**82.4%**	**12.7%**	**42.9%**	**3.2m**	**47.6m**

Accelerate Platform Play

Through our platform play, we aim to strengthen our competitive position in the evolving digital landscape and ensure sustainable long-term success.

As we continue to execute our growth strategy in our fintech business, we are excited about the strides we made in 2024. Notably, we launched intra-Africa cross-border transfers to 13 countries, providing secure and fast financial solutions to our customers. We also expanded the MoMo ecosystem, increasing our merchant and biller base against the target for the year. We are focusing on enhancing user experience, introducing advanced products to drive quality and stickiness of our wallet base, while driving the adoption of the MoMo PSB app.

On the myMTN NG app, Monthly Active Users reached 6.3 million in 2024, indicating a 19% year-on-year increase. This growth was largely driven by the consistent deployment of rich content to boost engagement and retention, as well as platform improvements aimed at enhancing user experience. Notably, we launched the MTN Play Portal for top mobile content and improved the partner onboarding process to significantly accelerate time-to-market for new services.

Chenosis embodies our as-a-service business model, serving as both an API hosting platform and a marketplace for third-party APIs. It is rapidly evolving into a premier developer accelerator platform in Nigeria. In 2024, we introduced several new APIs, including Silent Mobile Number Verification (SMNV), enhanced SIM Swap, SIM Recycle, and SIM Active.

With our current trajectory and innovative offerings, we are well positioned for growth and enduring success.

Active MoMo Users	myMTN NG App MAU	myMTN NG App Revenue	API Portfolio	eShop Revenue	Zigi Chatbot interactions
2.8 million	**6.3 million**	**>152%**	**6 APIs**	**>400%**	**32 million**

Create Shared Value

In 2024, we made remarkable strides in creating shared value, benefiting both our business and positively impacting the communities we serve.

Our ESG framework demonstrates our commitment to embedding ESG practices into everything we do:

Commitment	Metrics/Action	Outcome
Eco-responsibility: We are committed to protecting our planet	▪ GHG emissions reduction– Net zero by 2040 ▪ Improve energy efficiency	▪ 10.6% reduction in scope 1 and 2 emissions vs baseline value ▪ Top quartile ESG ratings
Sustainable Societies: We are committed to driving digital and financial inclusion and diverse society	▪ Increase financial & digital inclusion ▪ Diversity & inclusion	▪ **2.8m** active MoMo users ▪ **90.1%** broadband penetration, up **0.3pp** ▪ **41.4%** female representation, up **2.7pp**
Sound Governance: We are committed partners to stakeholders to create and protect value	▪ Enhance reputation and trust with stakeholders ▪ Responsible procurement and supply chain	▪ **79%** reputation index (Above the target benchmark of **75%**) ▪ Recognised as one of the top Tax Compliance Companies by FIRS[1]
Economic Value Add: We are committed to boosting inclusive economic growth on the continent	▪ **N764.2 billion** in income taxes, duties and levies paid to the government ▪ **>145,000** shareholders, indicating broad based ownership ▪ **N443.5 billion** in Capex investment ▪ **N3.5 billion** committed Corporate Social Investment in 2024	

[1]Federal Inland Revenue Service

Eliminate Redundancies and Drive Efficiency

With this strategic pillar, we remain focused on implementing transformative initiatives to ensure the operational stability of our business in the short term while also repositioning our business to be future-ready.

As part of this strategy, we successfully implemented key initiatives to reduce our US-Dollar exposure through localisation of our technology costs, without compromising necessary investments in systems required to deliver high-quality services to our esteemed customers.

By targeting and eliminating inefficiencies, we paved the way for more agile and responsive business practices. Our goal is to further strengthen these strategic initiatives in the medium term.

Network NPS ranking	Process Improvement Completion Rate	Efficiency Performance	Physical Sites	Localisation Improvement Completion Rate
#1	**100%**	**>200%**	**19,424**	**150%**

Business Model

Our business model remains unchanged but has been refined to adapt to the evolving needs of our customers and the dynamic market landscape. Through this approach, we continue to empower connections that enrich the lives of those we serve.

Inputs	Our business model supports the delivery of our strategy	Outputs
Natural Spectrum and energy	We secure access to spectrum, licenses and technologies, through disciplined investment with a focus to driving industry-leading connectivity operations, as well as building and operating leading technology platforms	**Services** **Communication** Voice, Data, SMS
Financial Cash generated from operations and investments Debt and equity financing	We create separate businesses and divisions to accelerate our portfolio transformation - focus on platforms, fintech, digital and enterprise services.	**Fintech** MoMo, Payments, Saving. m-Commerce
Intellectual Strong and established brand Skilled and experienced workforce Proprietary and licensed technology	We continue to expand our distribution channels and capabilities to reach the underserved with our differentiated products and services, providing leading digital solutions for Nigeria's progress.	**Digital** Ayoba, Instant Messaging, Social Media, User-generated Content, video, Music, Gaming
Human Diverse and motivated workforce, contractors, partners and suppliers	We attract and retain the best talent, investing in our people to develop future skills within a strong governance environment	**Enterprise** Unified Communications, IoT, Cloud, SD-WAN
Manufactured Our network - 2G, 3G, 4G and 5G Base stations and fibre infrastructure Data centers and electronic devices	We strive to improve the customer and partner journey, offering leading customer experience and enhancing our business processes to achieve cost efficiencies	**NaaS** Wholesale Roaming, Fibre Railroads
Social Trusted relationship with customers, communities, regulators, governments and trade unions	With ESG at the core, we take BOLD steps to ensure sustainable value creation for our stakeholders, while advancing digital and financial inclusion	**Chenosis** API marketplace to aggregate, Exchange and Monitise APIs

We create separate businesses and divisions **to accelerate our portfolio transformation** - focus on platforms, **fintech, digital and enterprise services**.

Our Investment Case

The future isn't just coming, it's here. We are leading the charge as one of Nigeria's emerging technology companies. Our early days as a mobile operator and communication provider over the last 23 years has been notable in our achievements maintaining our subscriber market share, growing beyond voice, data to digital and fintech success. We have driven excellence in quality, infrastructure and innovation.

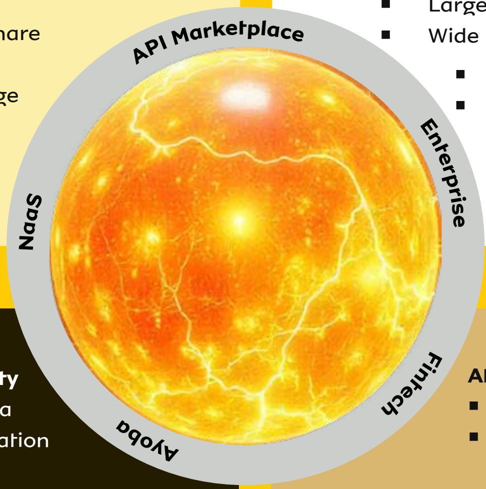
Evolving from a mobile operator and communication provider to one of Nigeria's foremost technology companies, our strategy for long-term success is anchored in several key achievements. We have effectively maintained our subscriber market share, while consistently staying ahead of industry trends to drive continued growth and innovation.

Nigeria's leading mobile operator and provider of communication services

- Protect subscriber market share
- Significant lead on 5G
- Strong competitive advantage across all segments

Well-positioned for the long-term

- Largest fibre network in Nigeria
- Wide range of spectrum holding
- Best coverage in Nigeria
- #1 Total and Network NPS
- Own the Home focus
- Revamped sales & distribution function



Exciting demographic opportunity

- Largest telco market in Africa
- Fast growing youthful population
- Low data, fintech and digital adoption
- Partner in socioeconomic development of our economy

Attractive return profile

- Double-digit revenue growth
- Capturing the largest share of data revenue
- Strong cash flow generation
- Dividend payment
- Moderate leverage

Disciplined Capital Allocation

Enhanced risk and regulatory framework

Committed to create shared value, with ESG at the core

MTN Nigeria has consistently maintained a technological leadership that strengthens our competitive edge across all market segments. Our expanding fibre network ensures reliable, wide-reaching connectivity, while our robust spectrum holdings and unparalleled coverage reinforce our position as a dominant force in telecommunications infrastructure.

We have strategically revamped our sales and distribution function, leveraging digitisation to strengthen our competitive position. Nigeria's status as Africa's largest telecom market, combined with its rapidly expanding youthful population, presents significant demographic opportunities that we are poised to capitalise on for sustained growth and innovation.

We are continually enhancing our capacity to tackle key industry challenges, including low data usage, fintech growth, and digital adoption while remaining committed in our role as drivers of socioeconomic development. Our business model offers a compelling return profile, with double-digit revenue growth, a significant share of data revenue, strong cash flow generation, dividends, and moderate leverage. These successes are underpinned by disciplined capital allocation and a robust risk and regulatory framework, ensuring sustainable growth and long-term value creation.

The platforms we have built, combined with our focused approach to Ambition 2025, position us to accelerate growth and seize emerging market opportunities, backed by a clear strategy and well-defined execution plan.

Innovation and Value-Drivers

Our Techco Transformation Journey

In today's fast-evolving digital landscape, MTN Nigeria is undergoing an ambitious transformation, transitioning from a traditional telecommunications company to a dynamic technology company, or "Techco.". This strategic shift goes beyond adopting new technologies; it involves fundamentally reimagining how the company operates, innovates, and delivers value to customers.

A Vision for the Future

MTN Nigeria's transition to a Techco is anchored in a clear vision: to be a technology leader, pioneering new business models and driving innovation that enhances customer experience, operational efficiency, and ecosystem growth. This vision is guided by strategic pillars that prioritise digital transformation, customer-centric solutions, and the development of agile, scalable technology platforms.

At the heart of this transformation is a commitment to building an ecosystem that fosters collaboration, enables seamless digital interactions, and positions MTN Nigeria as a leader in the new digital economy. The company's ambition goes beyond keeping pace with technological change, it aims to shape the future of connectivity and digital services through innovation and leadership.

2024 RegTech Rockstar Award for Innovative Infrastructure Provider of the Year at the RegTech Africa award.

Progress on the Journey

MTN Nigeria has made significant progress in realising this vision, evolving its capabilities and technology landscape to align with its Techco aspirations. Key milestones along this journey include:

- **Strengthening Software Engineering:** The development of internal engineering expertise has enabled MTN Nigeria to reduce dependency on foreign technologies, optimise costs, and build locally relevant solutions.
- **Revolutionising Customer Engagement:** Platforms like the Single Service Portal (SSP), ZigiBot, MoMo App, and myMTN NG App have enhanced self-service capabilities, improved customer interactions, and streamlined service delivery.
- **Advancing Digital and Payment Ecosystems:** The evolution of the NextGen Payment Gateway (NPG) and supporting platforms, which are now approaching commercial readiness, marks a significant step in financial technology innovation.
- **Enhancing Service Management and IT Efficiency:** Improvements in IT operations and service management have boosted agility, reliability, and overall customer satisfaction.
- **Harnessing AI and Cloud Technologies:** The establishment of an AI engineering house, ongoing cloud adoption, and the integration of AI-driven self-service KYC solutions have further strengthened MTN Nigeria's digital transformation efforts.

Key Innovations in 2024

MTN Digital Self-Service Store Launch

Africa's first digital self-service store, redefining the customer experience with speed, efficiency, and innovation. As digitalisation transforms industries, we proudly lead the charge, revolutionising how customers access communication solutions.

At this interactive store, the customer is in control. Services include easy SIM upgrades, airtime and data purchases, SIM swaps, and acquiring all MTN devices swiftly and efficiently. Designed for a seamless and intuitive experience, it ensures staying connected is more convenient than ever.

Beyond being just a retail space, this innovation embodies customer empowerment, satisfaction, and digital excellence. With this groundbreaking initiative, we are committed to shaping the future of information, communication, and technology solutions in Africa.

Africa's First Powered Chatbot

We successfully integrated OpenAI into Zigi, our cutting-edge digital assistant. This milestone marks a new era of smart, intuitive, and efficient customer engagement, pushing further limits on how users interact with our services.

Zigi, MTN's new digital personal assistant, is faster, smarter, more intuitive and accessible 24/7. It answers questions and assists with product and service activations. Zigi provides seamless support at our fingertips making every interaction effortless.

The transition **from Telco to Techco** represents a compelling narrative of vision, innovation, and strategic execution. With a clear roadmap, a solid foundation of accomplishments, and an unwavering drive for progress, MTN Nigeria is on track to shape the future of telecommunications and technology—leading the way in creating a fully digital and connected world.


y'ello
y'ello
y'ello
y'ello
y'ello

...doing good with

Extraordinary General Meeting

An Extraordinary General Meeting (EGM) was held on Tuesday, 30 April 2024, at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos. The meeting was held **to consider and discuss possible measures for addressing the loss of capital** by the Company for the year ended 31 December 2023.

Annual General Meeting

The 2023 Annual General Meeting (AGM) of MTN Nigeria Communications PLC was held on Thursday, 16 May 2024, at the Balmoral Convention Centre, Federal Palace Hotel, 6-8 Ahmadu Bello Way, Victoria Island, Lagos. The event was attended by shareholders and regulators. The **resolutions approved at the meeting included the approval of the audited financial statements for 31 December 2023 and re-election of directors** among others.

L-R: Director, Mr. Andrew Alli; Director, Mazen Mroue; Director, Jens Schulte-Bockum; Director, Muhammad K. Ahmad, OON; Director, Chief Executive Officer, Dr. Karl Olukotun Toriola; Chairman, Dr. Ernest Ndukwe; Company Secretary, Uto Ukpanah; Chief Financial Officer, Modupe Kadri; Director, Dr. Omobola Johnson; Director, Mr. Michael Ajukwu; and Director, Mr. Rhidwaan Ghasant at the 2024 MTN Nigeria Annual General Meeting in 2024.

our Shareholders

Cross-section of shareholders and MTN Nigeria staff at the Extraordinary General Meeting (EGM) and Annual General Meeting (AGM) in 2024.

Our People and Culture

At MTN Nigeria, our people are at the heart of everything we do. For over 23 years, we have invested in building a workplace where talent thrives, ideas take shape, and excellence drives us forward. Our success is not only about networks and technology; it is about the incredible Nigerians who lead, manage, and power our business every day.

We are committed to delivering cutting-edge digital solutions that move Nigeria forward, and every employee plays a role in making that happen. With passion, dedication, and a shared belief in our core values, they bring our vision to life and keep us at the forefront of innovation.

Manifesto and obsessions

Culture has remained a top business priority since Dr. Karl Olutokun Toriola assumed leadership as MTN Nigeria's CEO. As part of this commitment, we embarked on a leader-led culture transformation with The SLAP Company (a US-based company), focusing on identifying cultural nuances that influence our corporate goals–PACE and Ambition 2025. This ongoing journey continues to shape how we align strategy, drive performance, and embed MTN Group's values into every aspect of our operations ensuring a more cohesive and purpose-driven organisation.

Back to the Garage

Led by SLAP, ExCom completed a process called ***"Back to the Garage"***. They thought through and answered questions about our own humanity, our experience in the world we live in, the lessons we have learned, and what we want that world to look like.

There were about 10 questions; and it was the collection of ExCom answers that was used in developing the 8 ExCom intentions tagged our *Manifesto*. Our 8-item *Manifesto* represents ExCom's commitment to bringing MTN Nigeria into the future through the combined power of our individual intentions.

They are:

Live Y'ello — Live ***Y'ello*** 8-item Manifesto — Live Inspired

- **We dream about this**
- **Dreams don't come true by themselves**
- **This is what we mean by winning**
- **Stand for this**
- **Stand up**
- **Stand Together**
- **Humanity**
- **Calling Tomorrow**

#***Y'ello***verse

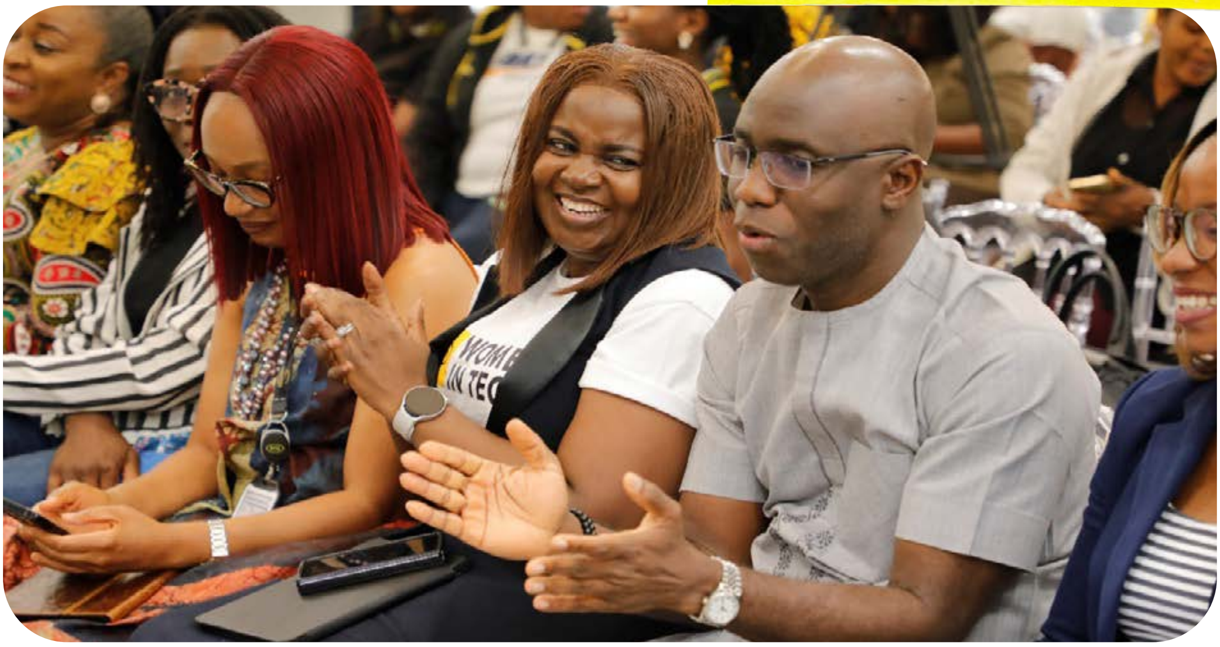
While the *Manifesto* represents our ExCom's commitment to bringing MTN Nigeria into the future through the combined power of our individual intentions; our *Obsessions* are our employees' rules of living.

It is How We Do It – the acceptable behaviours to keep our culture safe.

They are:

Live ***Y'ello*** | Live ***Y'ello*** Obsession | Live Inspired

- Light it up
- Raise your hand. Speak your mind
- Things always get better here
- Collaborate. Don't isolate



L-R: Our staff at different events - Employee Assistance Programme (EAP), Live ***Y'ello*** X and International Day of People with Disability Session.

Live Y'ello **People, Practices and Business**

"Our Diversity, Equity and Inclusion (DEI) vision is **to be the most inclusive and successful organisation across Africa,** leveraging diversity to support employees, customers and communities to thrive."

A truly Nigerian company, MTN Nigeria embraces diversity and inclusion.

Over 99% of our 1,847 permanent workforce are Nigerians from across the country's six geopolitical zones.

Five members of the workforce are expatriates, down from over 300 in 2002.

Approximately 93% of our Executive Management team, including the Chief Executive Office are Nigerians..

Approximately 47% (7) of Executive Management team members are women, while 53% (8) are men.

Our DEI vision is supported by our core values and guiding principles, which prioritise accountability, deliberate action, acknowledgment of contextual diversity and proven dedication.

EMBEDDING DEI IN OUR PEOPLE AND CULTURE

MTN Nigeria has created a supportive environment that fosters the growth and success of diverse talents. Fostering an inclusive work environment where our varied teams can find meaning and 'Live Inspired' is a key part of our brand strategy.

To show our commitment to this imperative, we reviewed our DEI Policy in 2024 following its launch in 2021. The review outlines specific obligations across four areas- *gender, persons with disabilities, age, and ethnicity*. Our DEI policy is hosted on the Careers section of our website to showcase our commitment to inclusivity for prospective employees.

In line with our DEI Policy, we ensure equal employment opportunities for prospective employees. We maintain parity of economic benefits for similar responsibilities and performance in functions regardless of gender or age. We do not allow any differentiation or discrimination.

The ratio of female to male employees reached 42:58. This represents an increase in female employees by 3% compared to 2023.

Our Employees Profile

1,847	**32**	**1,083**	**764**
Permanent Employees	Interns	Males (58.5%)	Female (41.4%)

21.4%

Women Representation on the board

Employee Geographical Representation

12% North Central	**2.2%** North East	**4%** North West
23% South East	**22%** South-South	**36.8%** South-West

34.8%

Women Representation in management

Generational workforce diversity

0.1% Baby Boomers	**46.8%** Generation X	**49.3%** Millenials	**3.8%** Generation Z

For the third time, we received the **Employer of the Year award** at the 4th Edition of the Nigeria Employers' Consultative Association (NECA) Employers' Excellence Awards.

+7pp
Employee Engagement Score

+6
point
ePNS Employee Promoter Score

Overall improvement across all areas (Company, Supervisor and Products) in comparison to our 2023 result.

Our efforts in 2024 aimed at achieving a 50:50 gender ratio by 2030 are as follows:

- Targeted multi-dimensional development programme to enhance the readiness of female employees for executive leadership positions. In 2024, ten female employees benefited from the programme.
- The Women at Yello (WAY) initiative provides a robust platform for female employees to network and grow their skills through various developmental programmes, seminars, a book club and additional resources to help them aspire to the next levels of their careers.
- Implementing Women in Tech initiatives to create a future where women lead in technology, shape the digital landscape and foster a diverse and impactful environment through targeted upskilling programmes in emerging fields such as Cloud Computing, Software Engineering, AI/ML, Data Science, and Cyber Security.
- This year, our Women in Tech mentorship programme positively impacted 68 rising talents, pairing them with experienced mentors who provided invaluable guidance and career development support. This resulted in job promotions and long-term career growth for women in the tech field.
- The launch of the MTN ***Y'ello*** Mums Internship Programme reaffirms the Company's commitment to empowering women. The programme assists young mothers in transitioning back into the corporate world after career breaks. The inaugural edition received over 4,000 applications, from which 15 exceptional candidates were selected for the year-long internship. Through hands-on experience and expert mentorship, the programme demonstrates our dedication to inclusivity and professional growth.

MTN Nigeria is a strategic partner of the Nigeria Business Disability Network (NBDN). We participated in the second edition of the Nigeria Diversity & Inclusion Conference by the NBDN in 2024. Themed 'Disability Inclusion in Corporate Sustainability', the event facilitated networking, knowledge sharing and success stories among private and public sector delegates and the disability community. As a testament to our efforts towards driving PWD agenda internally and externally, *an award of excellence and support for PWDs was presented to MTN by James David Lalu, Executive Secretary/ CEO National Disability Commission*. The event was well attended by MTN Nigeria's cross-functional team and was graced by 19 Speakers.

We also joined other organisations to commemorate the 2024 International Day of Persons with Disabilities. The event served as an opportunity to share some key milestones on our 3-Year PWD plan, 'Beyond Barriers', aimed at driving our intentions for the PWD ecosystem.

'Beyond Barriers' will continue to focus on four areas - employees, customers, community and stakeholders. The primary objective is to ensure that our interventions are holistic and interwoven, delivering benefits to the business in alignment with the ESG component of our Ambition 2025 strategy and our Act with Inclusion value. This approach strengthens our reputation as an inclusive employer and demonstrates our commitment to supporting and achieving the Sustainable Development Goals (SDGs), particularly in relation to individuals with disabilities.

We are committed to improving the geographical diversity of our workforce across Nigeria's six geopolitical zones, which include the 36 states and the Federal Capital Territory. To achieve this, we are implementing a well-defined and robust recruitment strategy focusing on areas with low employee representation. Our workforce consists of Baby Boomers, Generation X, Millennials, and Generation Z. Additionally, by identifying employee personas, we can tailor a range of initiatives to enhance the experience for different demographics.

Live Y'ello Core Values

Lead with Care

- Demonstrating our curiosity and determination to be game-changers.
- Believing, owning, and delivering on our bold ambitions to generate value for our internal and external stakeholders.
- Leading with humanity and empathy.

Can-do with Integrity

- Showing positivity, self-belief and resilience.
- Doing things differently by challenging the status quo and going the extra mile for meaningful impact.
- Unwavering in our commitment to equity, ethics and & morality.
- Staying trustworthy in our actions, behaviour and & thoughts.

Collaborate with Agility

- Demonstrating collective engagement and teamwork to achieve our shared purpose.
- Empowering to challenge, participate and contribute to our shared goals.
- Operating with a solution mindset and taking personal accountability for our contribution.
- Learning, adapting, breaking barriers, and discovering new ways to make a positive impact.

Serve with Respect

- Demonstrating our higher purpose to be of service for good while exhibiting humility and modesty in our interactions.
- Staying mindful of our actions and their impact on people, communities, nation-states and the ecosystem.
- Respecting and treating others with dignity.
- Promoting an open, honest, and inclusive culture.

Act with inclusion

- Acting based on our belief that everyone deserves the benefits of a modern connected life.
- Empowering to do better for the people, communities, nation-states and the ecosystem.

Employee Survey and Engagement

In keeping with our continuous sensing philosophy, the MTN Group Culture Audit (GCA) and Sentimeter are vital employee survey measures that inform our people engagement and culture strategy. Both GCA and Sentimeter surveys are a well-embedded traditions at MTN Nigeria, with average employee participation exceeding 95% over the years.

- GCA is our bi-annual people engagement survey, independently evaluated by our survey partner Willis Towers Watson (WTW). Based on WTW's Global Sustainable Engagement model, it is benchmarked against global norms and past surveys to provide both internal and external viewpoints.
- Sentimeter is our periodic rapid feedback survey conducted in-house, aimed at measuring satisfaction across employee engagement-lifecycle dimensions that matter most to our people. Its period-on-period comparatives allow for quick-turnaround interventions and improvements.

These demonstrate that we take a holistic approach to ensure our emplyees' voices are heard. Under the leadership of the Chief Executive Officer (CEO), the management team actively addresses the employee concerns through various initiatives that keep our people engaged, enabled and energised.

In 2024, we achieved remarkable results in the GCA and Sentimeter surveys. We recorded an employee engagement score of 92%, which is above the telecom industry average and marks a seven-point improvement compared to our 2023 score. This is the first time MTN Nigeria has achieved a sustainable engagement above 90%. We achieved a perfect score of 100% in key engagement metrics, indicating that our employees are proud to work for the company, strongly believe in our organisational goals, and are willing to go the extra mile for our success.

The surveys provide management with valuable insights for our culture transformation journey. As a business, we will continue to prioritise culture as our primary value-creation tool.

The Transformative Power of Employee Experience

Chief Strategy and Innovation Officer, Babalola Oyeleye speaking at International Day of People with Disability Session.

'Live Inspired' Value Promises

Work
with meaning

Live your passion every day—doing work that **empowers us, sparks our creativity**, and inspires us to **make an impact**.

Connect
Connect to develop

Meaningful connections help us grow, develop and advance through **a common purpose and invested relationships**.

Thrive
Thrive in positivity

Thrive in an environment powered by genuine **inclusion**, respect for **diversity**, fair **rewards**, unbound recognition and personal **flexibility**.

Grow
Grow with purpose

Grow and live your purpose. **Explore, innovate and future-proof** your skills while having a meaningful **impact in our communities**.

Engagement for Results

At MTN Nigeria, we utilise various physical and virtual touchpoints to engage our people. We use digital tools such as Microsoft Teams, social media platforms, etc., with the aim to:

1. Foster open communication
2. Empower line managers to set direction and drive accountability.
3. Enable real-time engagement.
4. Communicate business and safety updates.
5. Drive business initiatives and campaigns.
6. Deploy fun campaigns to promote camaraderie and deepen connectedness.

Some of the engagement activities executed in 2024 include:

1. Konnect with Execs: This platform enables the CEO and ExCom to engage with employees at various grade levels to understand their perceptions of the business, gather suggestions for improvement, and provide updates on business performance.
2. Leadership Engagements: This provides a platform for Executive Management to interact with employees across all regions to deepen awareness of business activities and address employees' concerns.
3. The Leadership Gathering Conference: This event is a platform for the Management team to connect, network, deliberate, and align on the year's business goals.
4. Culture Transformation Engagement Session: The sessions provide an opportunity for

Live Inspired

Employee experience has become a top priority for businesses aiming to attract and retain talent, boost productivity and improve overall job satisfaction. As hybrid and remote work arrangements become increasingly essential to our work lives, delivering a superior employee experience has become a most essential.

Enhancing employee experience is crucial for fostering a sense of value and support among employees, leading to increased job satisfaction and performance excellence. A positive experience is essential for cultivating a vibrant workplace culture that boosts employee engagement and productivity, ultimately driving organisational success. Organisations can foster a loyal and dedicated workforce that drives business growth and success by prioritising employee well-being and needs.

To harness the full power of employee experience, we invested in continuous leadership engagements, holistic employee wellbeing programmes, dynamic feedback mechanisms, development opportunities, a culture that values diversity, equity and inclusion, etc. This is because employee experience is woven into several business metrics that cut across the various life cycles of an employee in the business – Attraction, Recruitment, Onboarding, Development, Retention, Engagement, Exit, Alumnus.

The underpinning of our Ambition 2025 is our purpose-driven Employee Value Proposition (EVP). To create unique experiences for our employees, we aligned our 2024 initiatives with the four core pillars of our EVP, ensuring strategic coherence and maximum impact - **work with meaning, grow with purpose, thrive with positivity, and connect to develop.** Our refreshed Live ***Y'ello*** values *(Lead with Care, Can-do with Integrity, Collaborate with Agility, Serve with Respect and Act with Inclusion)* define our purpose and what we strive to represent as individuals and as an organisation.

The recognitions we received in the past year for leadership in people management, facilitating gender equality in the workplace, investment in DEI, leadership commitment to safety practices, employees' safety and well-being, and so much more demonstrate the strength of our EVP.

As an organisation, we understand the importance of intentionally attracting and retaining the right talent and continuously improving employee experience to maintain our position as a market leader. To sustain our growth, we continually assess our culture to ensure it remains the right fit.

Celebrating Excellence in Leadership

Dr. Karl Olutokun Toriola (CEO) received an ***Honorary Degree from Obafemi Awolowo University*** at the 48th Convocation Ceremony of the university.

Odunayo Sanya. (Executive Director, MTN Foundation) won the ***CSI Personality of the Year award at*** Tech Innovation & Telecoms Awards (NTITA)

Uto Ukpanah (Company Secretary) was the ***1st ever winner of the Global Corporate Secretary of the Year award*** by the Corporate Secretaries International Association.

Josephine Sarouk, (Managing Director, Bayobab Nigeria) received the ***Woman in Telecoms Award*** at the London Total Telecom World Communications Awards.

BUILDING A LEARNING ORGANISATION

One key element of our winning strategy is investment in talent. We work to build capability to meet our current organisational needs and those of the future. Our employee development strategy is based on the 70:20:10 learning theory. This approach factors in all the different ways people learn – from experiences, interactions with others, and formal training.

We implemented various organisation-wide development initiatives to enhance competencies and capabilities to sustain our competitive agility. We also leveraged our e-learning digital platforms as a learning intervention for employees in which we recorded a 98% adoption rate.

We conducted 78 service training sessions for our frontline employees. These sessions aimed to equip them with the knowledge and skills necessary to provide excellent services to our customers. Additionally, training sessions were also offered to enhance leadership and behavioural competencies.

In 2024, 20 employees benefitted from our Tuition Reimbursement Programme, which supports their pursuit of further academic qualifications.

Managing Talent for Differentiation

Professional development is critical for business success and delivering long-term value to stakeholders. As an organisation, we have maintained robust professional development programmes designed to unleash the potential of our people. One of the programmes is **Talent Incubation** – a robust and inclusive professional development initiative that offers various training modules tailored for employees at different job levels, preparing them for leadership roles. In 2024, a total of 465 employees benefitted from the programme.

Leadership Development Programme

A total of 374 employees benefitted from various leadership development programmes aimed at broadening their leadership skills and competencies.

Talent Pipeline Development

The Aspire Leadership Programme benefited 82 employees. This high-impact career development programme prepares high-performing non-management employees for future leadership roles.

The Global Graduate Development Programme

The Global Graduate Development Programme is an initiative of MTN Group aimed at developing a talent pipeline. This programme is currently in its eighth cycle, with participants at various stages of completion.

The Career Mobility Framework: "*Y'ello* Careers"

Y'ello Careers provides a structured platform to enhance career development, improve employee engagement and ensure business continuity. A total of 129 employees participated from at least one professional development programme, which included opportunities such as acting assignment, job rotation, job shadowing, job transfer and project participation.

Mentoring Programme

The mentoring programme helps to equip participating employees with the skills to reach their full potential. Our intensive mentoring programme at the MTN Mentoring Academy benefitted 69 employees in 2024.

ACCOUNTABILITY FOR PERFORMANCE

Our employees are expected to make meaningful contributions to achieving our corporate goals. Therefore, we collaborate to accomplish team and corporate objectives, pursue opportunities, and enhance business performance. We ensure employee accountability in the following ways:

a. Measure performance at enterprise and team (Divisional) levels as we embed 'Teams' at the centre of performance and rewards because we believe 'we are good together'.
b. A performance framework that focuses on employee output and aims to drive the right culture and behaviours expected of an MTN Nigeria employee.
c. Track performance regularly and share updates during management operations review meetings to provide visibility on business performance.
d. Quarterly performance and talent review discussions between managers and team members to boost team synergy and individual development.

RECOGNISING PERFORMANCE

Our employees are our greatest assets and the source of our competitive advantage. We reward and recognise their contributions and good performance using multiple approaches, including short-term incentives, recognition campaigns, long-service awards, divisional recognition awards, annual performance-based salary increases, and share incentive scheme.

LEVERAGING DATA FOR INFORMED DECISION-MAKING

The various assessments conducted in the business, including the GCA, sentimeter, culture transformation surveys, and process review surveys, provide empirical data that enable us to develop appropriate interventions. This ensures that MTN Nigeria continues to be a great place to work.

During the year many propositions were reviewed and initiated to enhance employee experience in response to feedback from employees. These initiatives include and not limited to a Cost-of-Living Adjustment allowance paid to cushion the effect of the rising cost of living, leadership engagements, the revamp of our office gym to build and sustain a healthy culture, and a family wellness series to enhance the overall family ecosystem of employees. We also facilitated roadshows and workshops on our refreshed Live ***Y'ello*** values, safety principles, performance management, medicals, ethics, security at work, and workplace harassment to keep our people abreast with business realities.

In addition, we empowered our people through financial literacy workshops to help them navigate their journey to financial freedom. These workshops cover topics such as investment strategies, financial and estate planning, and home ownership, etc.

Furthermore, we enhanced employee experiences through various internal digitisation initiatives. During the year, we continued our investments in robotic process automation, artificial intelligence, and other digital solutions. These initiatives aim to improve collaboration, foster a culture of recognition, streamline processes and enable real-time data analysis for better business decision-making.

A future-ready Workforce

MTN Nigeria is an employer of choice. We intentionally focus on enriching our employee value propositions to maintain our competitiveness and continue to attract and retain top talents.

Overall, we believe in creating a safe and enabling environment that inspires greatness and fosters capacity development. This ultimately enhances our business performance, creates more opportunities for our partners, and strengthens our role as an agent of national development.

Risk Management

Overview

Managing Risk Ensuring Connectivity: Our Commitment to Resillience Growth and Regulatory Compliance amid Macro Headwinds.

At MTN Nigeria, we recognise that effective risk management is critical to sustaining our business operations, maintaining regulatory compliance and delivering value to our stakeholders. Our risk management framework aligns with global best practices, adopting a proactive approach that integrates risk assessment into strategic decision-making. This ensures business resilience amid evolving risks, market volatility, regulatory compliance requirements and cybersecurity threats.

In 2024, we demonstrated resilience and strategic agility in navigating a complex risk landscape. Our comprehensive risk management framework, underpinned by robust governance structures and mature risk and compliance processes, enabled the proactive identification and mitigation of potential risks. This approach was pivotal in effectively managing the diverse challenges encountered by our business.

The Nigerian economy faced severe macroeconomic pressures during the year, including persistent inflation. The headline inflation rate rose by 5.9 percentage points, increasing from 28.9% in December 2023 to 34.8% in December 2024. Additionally, there was volatility in the foreign exchange market. The naira depreciated significantly, closing at N1,535/US$ in December 2024, compared to N907/US$ in December 2023, representing a 69% movement in the foreign exchange rate.

The depreciation of the naira against major currencies, particularly the US dollar affected the value of foreign currency-denominated liabilities, affecting MTN Nigeria's overall profitability and returns. This was exacerbated by rising operating costs along with the inability to obtain approval for tariff increase from the Nigerian Communications Commission (NCC). To mitigate these, MTN Nigeria implemented effective foreign exchange risk management strategies, including the renegotiation of dollar-denominated contracts, which resulted in significant cost savings.

During the year, insecurity in some parts of the country, construction-induced fibre cuts and acts of sabotage affected network resilience, requiring us to activate our contingency procedures to minimise the impact on our operations. MTN Nigeria successfully navigated these complexities by maintaining appropriate structures and processes to adequately manage risks impacting our operations. We aligned our risk appetite and tolerance levels with our strategic goals and leveraged technological innovations to enhance our risk monitoring processes.

Our Risk Management team closely monitored Key Risk Indicators (KRIs) to detect potential threats and implemented adaptive measures to safeguard our employees, customers and stakeholders. We reinforced our commitment to maintaining a strong risk culture through regular training programmes, fostering awareness and accountability at all levels of the organisation.

Compliance remained a key focus area for MTN Nigeria in 2024, with the Risk and Compliance function playing a crucial role in implementing optimal strategies. This was particularly important in navigating a dynamic and evolving regulatory environment. Having implemented the NCC's industry-wide directive on NIN-SIM (National Identification Number-Subscriber Identity Module) barring, MTN Nigeria continued to manage the effects of the NIN-SIM directive, which impacted our customer base.

Our proactive compliance initiatives included regular audits, compliance training programmes and the implementation of advanced monitoring systems. These efforts not only ensured compliance but also fostered a culture of transparency and accountability within the organisation. We continued to proactively and constructively engage with regulatory authorities to ensure adherence to evolving regulations.

As part of the effort to ensure continuous improvement of our risk management and compliance processes, MTN Nigeria achieved a significant milestone by becoming the first globally certified Nigerian organisation and the first telecommunications company to earn the ISO 37301:2021 Compliance Management System (CMS) certification from the International Accreditation Service (IAS). This accomplishment underscores our dedication to upholding world-class compliance standards across all our operations, instituting a culture of integrity and enhancing corporate governance.

To improve our internal control environment, the Internal Control Improvement Programme (ICIP), also known as Project RubiX, was launched to enhance the effectiveness and efficiency of MTN Nigeria's internal control systems and improve operational efficiency.

We regularly reviewed and refined our risk management profile to ensure continuous improvement in our risk management and compliance oversight responsibilities, to address both existing and emerging risks. This iterative approach ensured that we remained agile and responsive to the evolving risk landscape.

As we look forward to the coming years, MTN Nigeria's robust risk management framework and proactive strategies continue to be pivotal in sustaining performance and achieving our strategic objectives in 2025 and beyond. We remain dedicated to enhancing our risk management capabilities to support our long-term growth and success.

Overview of our Risk Management Governance Structure

Board of Directors

Overall responsibility for risk management, including setting the risk appetite and risk management strategy

External Audit

Provides an independent opinion on our financial statements, risk management and compliance practices and internal control to shareholders

Board Risk Management and Compliance Committee

Committee of the Board responsible for reviewing the framework for identification, measurement, and management of risks; reviewing quarterly risk management reports, and directing appropriate actions to be taken by senior management

Management Governance Committee

Reviews principal and emerging risks and the effectiveness of risk management in the Company. Provides overall accountability for the management of risks. Headed by the Chief Executive Officer and comprises all members of the Executive Management team

Internal Audit

Provides independent and objective assurance of our internal control systems and risk management processes. Reports functionally to the Board, through the Board Audit Committee, and administratively to the CEO for adequacy annd effectiveness of controls within the Company

Risk Owners

Divisional executives are accountable for specific principal risks assigned to them and champion the implementation of mitigating actions

Risk and Compliance Division

Responsible for embedding the Risk Management and Compliance Framework across the Company. Provides central coordination and oversight for all risk management activities in MTN Nigeria to ensure the full spectrum of risks are identified, measured, monitored, controlled and reported

Comprehensive Strategy for Managing Risk

We have an established risk management strategy to manage and report risks that may impact our operations, performance or reputation. Our risk management framework is focused on proactively identifying risks that may impact the achievement of our strategic objectives and annual business plans, in line with our risk appetite and preferences. This is reflected in our corporate governance principles and structures, policy direction, processes and procedures, standards of conduct, and management systems.

Our Risk Strategy

Our risk strategy ensures we effectively manage risks that could impact our operations, capital utilisation and our reputation, as well as our compliance with laws and regulations

Our risk philosophy

Our risk philosophy is to seek risk exposures in businesses where we have core competence, and our risk return objectives are met.

Risk Appetite and Tolerance

Our Board of Directors periodically evaluate the nature and extent of risks that the Organisation is willing to take. We have a risk acceptance policy which guides the adoption of certain risk types.

Risk Methodology

Our methodology guides the management of risks on a day-to-day basis. It ensures a standardised approach to risk management across MTN Nigeria and strengthens management practices and decision making.

Risk Bearing Capacity

To aid decision making, we periodically reassess the maximum risks that MTN Nigeria bears.

Key Risk Indicators

We use metrices in risk monitoring to promptly identify changes in risk levels. The indicators are determined based on the risk environment and are updated periodically as risks evolve.

Our Risk Management Process ensures the appropriate ownership of risk and accountability for risk management by all stakeholders in the value chain. The process is built on a top-down and bottom-up approach, with the Board responsible for the governance of risk management while management and staff play a critical role in supporting the Board in achieving its risk management objectives.

At MTN Nigeria, we recognise that risk management is a continuous process. Therefore, we continue to develop our risk management processes to ensure we are fully equipped to deal with the constantly evolving operating business environment within the telecommunications and technology industry and the country in general.

Primary Responsibility for Risk Management

Our risk management process ensures value creation and protection for the Company. To ensure the effectiveness of our risk management process, the management of risks is embedded in each level of the organisation, with all staff and functions (including monitoring and assurance) being responsible for the management of risks. In addition, the process is hinged on appropriate ownership of risks and accountability of all stakeholders while ensuring collaboration between risk management and process owners within the Company.

Principles of the 'Three Lines Model'

This provides a clear allocation of responsibilities for the ownership and management of risks to avoid overlaps and/or gaps in independence and robust risk givernance. It also ensures risks are managed in line with the risk appetite as defined by the Board and cascaded throughout the Company.

Governance

Governance consists of the governing body: Board and its Sub-committees that ensure accountability to stakeholders.

Management

Management is responsible for actioning steps towards the achievement of organisational objectives and managing risks. It includes those performing:

*First-line roles: Providing products and services to customers and managing risks.

*Second-line roles: Providing expertise, support, monitoring on risk-related matters.

Assurance

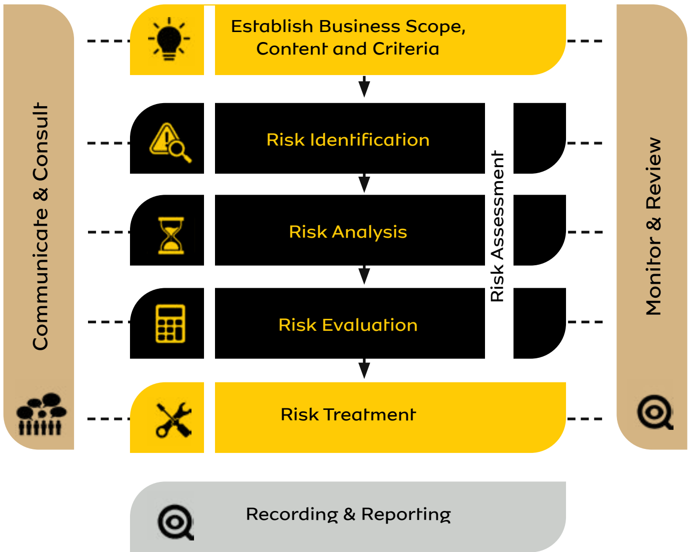
Assurance is an independent reporting function providing advice, insight, and continuous improvement on controls within the organisation and supporting management in their role.

Risk Management Process

Our Enterprise Risk Management methodology is aligned with ISO 31000 Risk Management Standard and the COSO ERM framework and supported by other related global standards such as ISO 27001 (Information Security) and ISO 22301 (Business Continuity Management).

Additionally, our framework complies with the requirements of the Nigerian Code of Corporate Governance.

Our risk management process is pictorially depicted as follows:



2024 Risk Profile

We continue to conduct periodic assessments of our principal risks to fully understand and monitor our risk landscape. The Risk Management function facilitates the identification and prioritisation of risks through discussions and workshops with Executive Management and other members of senior management.

Our risk profile is aligned with our strategic imperatives and maintained on MTN Nigeria's risk dashboard. To provide the appropriate level of governance and oversight for effective management of these risks, we categorised the risks MTN Nigeria faced into six risk areas.

Principle Risk Categories

Financial

- Financial Markets
- Liquidity and Funding
- Tax
- Financial Accounting and Reporting
- Credit
- Financial Performance and Returns

Strategic

- Strategy and Execution
- Regulatory and Stakeholder Management
- Products and Innovation (Telco, Digital and FinTech)
- Mergers & Acquisitions, Divestiture and Strategic Partnerships

Operational

- Supply Chain Management
- Sales & Distribution
- Customer Experience
- Continuity
- Human Capital
- Reputation, Branding & Marketing

Compliance

- Compliance
- Internal Control Environment
- Fraud and Financial Crime
- Environmental, Social and Governance
- Ethics

Technology

- Network
- Information Technology
- Information Security

External

- Competition
- Legal
- Political, Country, and Macroeconomic

Top Ten Risks

2024	Risk	2023
1	Financial Performance & Returns	7
2	Political, Country & Macroeconomic	4
3	Regulatory & Stakeholder Management	1
4	Continuity	3
5	Financial Markets	2
6	Competition	9
7	Cyber & Information Security	5
8	Tax	6
9	Compliance	8
10	Reputation, Branding & Marketing	New

2024 Residual Risk Heat Map

LIKELIHOOD / IMPACT	Low	Little	Significant	Severe	Extreme
Almost certain				8, 9, 10	1, 2, 3, 7, 4, 5, 6
Likely					
Possible					
Unlikely					
Rare					

1. Financial Performance & Returns
2. Political, Country and Macroeconomic
3. Regulatory & Stakeholder Management
4. Continuity
5. Financial Markets
6. Competition
7. Cyber & Information Security
8. Tax
9. Compliance
10. Reputation, Branding & Marketing

Risk Ranking	Principal Risk	Risk Description	Impact	Mitigating Strategies	Key Development
1.	**Financial Performance & Returns**	There is an increased pressure on revenue due to multiple factors including macroeconomic headwinds and rising operating costs. While cost optimisation initiatives have been implemented, including the renegotiation of dollar-denominated contracts, which resulted in notable cost savings, there are other ongoing initiatives expected to position the business on the path of profitability.	Downward pressure on revenue and profitability.	▪ We have implemented an aggressive Expense Efficiency Program to explore additional cost optimisation opportunities ▪ Improvement in network experience by decongesting areas, expanding coverage, increasing network spectrum, and optimising voice and data offerings.	Successful Renegotiation of the IHS contract signed in 2024 has resulted in cost savings.
2.	**Political, Country and Macroeconomic**	The unpredictable security situation in parts of the country continue to impact business operations. Incidents of terrorism, kidnapping, communal unrest, and acts of banditry were recorded in some parts of the country. The increased cost-of-living due to high inflation and a challenging fiscal environment creates some level of uncertainty. Labour protests have been recorded in some states in reaction to economic hardship and significantly impaired disposable income.	Threats to employees, assets, and supply chain leading to business disruptions and inability to effectively operate in some areas of the country. The continued rise in inflation impacts the standard of living, cost of doing business, Average Revenue Per User (ARPU) and the share of wallet for telecommunications products and services.	▪ We have implemented increased security controls, including fortifying all our facilities, and have increased alert levels and mechanisms to ensure our people and operations are not adversely impacted. ▪ We consistently engage government security agencies for intelligence and support. ▪ We perform scenario analysis and response planning tailored to the prevailing circumstances. ▪ Our Crisis Management Committee has implemented contingency plans to build resilience against threats. These plans are activated as required.	

Risk Ranking	Principal Risk	Risk Description	Impact	Mitigating Strategies	Key Development
3.	**Regulatory & Stakeholder Management**	With a rapidly evolving regulatory landscape, ensuring compliance with an extensive range of laws and regulations is a priority. MTN Nigeria is positioned to comply with applicable industry regulations and laws, including license conditions, subscriber registration, and data privacy requirements.	Evolving regulatory requirements demand the implementation of additional measures to ensure compliance.	▪ We have zero tolerance for regulatory non-compliance. Consequently, we continue to strengthen our capabilities to manage all regulatory risks and ensure compliance with all regulatory directives. ▪ We have a robust compliance framework and subject-matter experts highly skilled in regulatory compliance matters. ▪ We continue to build strong relations with regulatory agencies and other key stakeholders based on common objectives. ▪ We have a dedicated regulatory management function and a proven regulatory framework to improve the proactiveness and maturity of regulatory engagements. ▪ We are committed to collaborating with all relevant regulatory agencies in developing practicable ways to ensure compliance.	

Risk Ranking	Principal Risk	Risk Description	Impact	Mitigating Strategies	Key Development
4.	**Continuity**	This relates to our ability to ensure that the business is resilient and continues to operate with minimal or no disruptions in the event of major incidents. We are exposed to network threats from construction-induced fibre cuts and acts of sabotage. This poses a risk to our network reliability and resilience.	Business disruptions may threaten the continuity of operations and result in reputational damage	▪ We conduct regular business resilience assessments to determine single points of failure and other vulnerabilities across our Information Technology and Network systems. We also perform end-to-end testing of our mission-critical systems and services. ▪ We continue to leverage the services of government security agencies for route monitoring and surveillance.	The formal designation of Telco Assets as Critical National Infrastructure is expected to serve as a deterrent and aid effective prosecution.
5.	**Financial Markets**	The devaluation of the Naira despite the unification of Exchange Rates by the Central Bank of Nigeria (CBN) poses attendant pressures on the company as some of its transactions are foreign currency denominated. Limited ability to effectively hedge against currency volatility and devaluation exposes the Company to foreign exchange risks.	This has had an impact on financial performance and returns.	▪ We explore opportunities to minimize exposure to foreign exchange volatilities through financial hedge instruments, where available and economically feasible. ▪ We renegotiate foreign exchange-denominated contracts to the local currency where possible and maximise levels of local currency debt	

Risk Ranking	Principal Risk	Risk Description	Impact	Mitigating Strategies	Key Development
6.	**Competition**	The activities of other players in the telecommunications industry, pricing pressures, and market-disrupting technologies may impact the achievement of our business objectives.	Our market position and revenue may be threatened due to adverse changes in market share.	▪ We ensure our business is ahead of the curve by proactively anticipating customer needs and developing solutions that deliver optimal customer experience. ▪ We continue to rely on strategic alignments, exclusive product offerings, and excellent service delivery to serve as differentiators in the industry.	
7.	**Cyber & Information Security**	With increasing cyber-attacks and information security breaches globally, information security and privacy remain a major concern. Although these threats are executed through changing strategies, MTN Nigeria is positioned to mitigate these threats on a global basis.	Information security exposures could result in losing or compromising our network, systems, or sensitive proprietary information. A breach of data privacy requirements may lead to financial, legal and regulatory implications and reputational damage.	▪ MTN Nigeria has a robust framework for managing its Information Security risk. These systems and processes are tested and monitored regularly to ensure resilience. The Company has also built extensive incident management capability to respond to any Information Security threat. ▪ We have implemented data privacy controls, and we regularly monitor compliance with the provisions of the Nigeria Data Protection Act (2023)	
8.	**Tax**	The challenging fiscal environment has led to an increased focus on taxation. As a result, several bills being considered or passed may have tax implications for our Company if signed into law. Challenges with multiple taxation portend potential risk as we operate across all the states in the country.	Increased tax liability which may impact operational efficiency, and shareholder returns.	▪ We strictly comply with all tax obligations and support government initiatives to improve tax revenues. ▪ We continue to engage the government at all levels to address issues of multiple taxation when required.	

Risk Ranking	Principal Risk	Risk Description	Impact	Mitigating Strategies	Key Development
9.	**Compliance**	MTN Nigeria must comply with multiple and evolving local and international laws and applicable industry regulations.	Failure to comply with laws and regulations could lead to regulatory sanctions, penalties, and reputational damage.	▪ We train our employees and partners to understand their roles in ensuring and enforcing compliance. ▪ We have implemented multiple layers of checks to ensure our employees and partners comply with regulatory directives and internal processes, including continuous compliance monitoring	MTN Nigeria achieved a significant milestone by becoming the first globally certified Nigerian organisation and the first telecommunications company to earn the ISO 37301: 2021 Compliance Management System (CMS) certification from the International Accreditation Service (IAS).
10.	**Reputation, Branding & Marketing**	The potential damage to public perception, brand identity, and market positioning of MTN Nigeria due to service disruptions, negative publicity, regulatory non-compliance, and ineffective marketing strategies.	Poor public perception could result in loss of customer trust, decreased market share, reduced revenue, and potential legal and regulatory repercussions.	▪ MTN Nigeria has developed Key Risk Indicators to continuously monitor public sentiment, and adherence to regulatory standards. ▪ A proactive communication system and consistent brand messaging are in place to ensure timely communication to stakeholders. ▪ Our dedicated customer service team is committed to providing exceptional support and ensuring a seamless, positive experience for all customers.	

We See Naija

MTN Nigeria reinforced its commitment to youth development, education, and cultural appreciation through impactful initiatives like See Naija, launched in Setpember 2024; MTN Champs, now in its 2nd season and mPulse Spelling Bee, returning for the 5th edition, among others. These programmes are driven by a shared vision. These programmes were driven by a shared vision to inspire, empower, and unite communities across Nigeria.

Sights and Sounds

MTN Nigeria launched 'See Naija,' a digital tourism initiative designed to showcase the breathtaking beauty, rich culture, and hidden gems of Nigeria, in commemoration of World Tourism Day. This campaign highlighted the diverse landscapes, vibrant traditions, and historical landmarks that make Nigeria a unique travel destination.

From the serene hills of Idanre to the scenic caves of Enugu, the bustling energy of Lagos, and the lush forestry of Zamfara, 'See Naija' invited Nigerians to rediscover their country through a new lens. Whether you are a nature enthusiast, adventure seeker, or cultural explorer, the campaign encouraged everyone to immerse themselves in the beauty and heritage of Nigeria.

At the heart of 'See Naija' was a three-month creative challenge, urging Nigerians to capture and share their unique perspectives using the hashtag *#SeeNaijawithMTN*. Content creators, photographers, and videographers were encouraged to document the essence of Nigeria—its people, landscapes, culture, and traditions through breathtaking visuals.

The initiative featured three engaging themes:

- **Escape with Landscapes** – Showcasing Nigeria's stunning natural scenery.
- **Beats of Naija** – Highlighting the rhythm, energy, and cultural vibrancy of the country.
- **Naija from Above** – Offering a bird's-eye view of Nigeria's most captivating locations.

By providing a platform for storytelling through imagery, 'See Naija' aimed to foster a deeper appreciation for local tourism while promoting Nigeria as a must-visit destination. As the campaign gained momentum, it inspired thousands of Nigerians to share their untold stories and showcase the nation's beauty to the world.

See Naija

The Miss Nigeria 2024 competition was a dazzling showcase of beauty, intelligence, and talent. Contestants demonstrated poise and ingenuity in various segments, from the cooking contest to Q&A sessions.

Led by the iconic actress Rita Dominic, all the contestants visited the MTN Plaza in Falomo on December 17, where they participated in the award ceremony for winners of the See Naija cooking competition. This visit included a meet-and-greet with MTN executives, as well as a special announcement: that the winner of Miss Nigeria 2024 would become the ambassador for the See Naija campaign across Nigeria.

MTN CHAMPS

Champs (Season 2)

MTN mPulse Spelling Bee

From dreaming it
to winning it...

...See Possibilities
See Naija...

Chief Risk and Compliance Officer, Obiageli Ugboma presenting the winning cheque to Ikenna Ikechukwu Emmanuel, champion 2024 MTN mPulse Spelling Bee.

Doing business responsibly (Environmental, Social and Governance | ESG)

Interactive

We are the home of ***biodiversity***
and we have ***reached our plateau***

Plateau

Sustainability Highlights

Doing for Planet

12,526tCO2e (-11.0%) reduction in Scope 1 and 2 emissions in 2024 against our 2021 baseline

Integrated **194 solar-powered rural** telephony sites (down **-80.4%** YoY)

Doing for People

41.4% women's representation in the workforce **(up 2.7pp)**

34.7% women's representation in management* **(up 3.0pp)**

90.1% broadband penetration **(up 0.3pp)**

N3.5 billion (up 34.7%) invested in Corporate Social Investment Programmes

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Doing it Right

79% reputation index [4pp above the benchmark of ≥ 75%]

1st Nigerian organisation to achieve **ISO 37301:2001 certification** for Compliance Management System

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Doing for Growth

N443.5 billion (down 1.3%) in Capital expenditure

N764.2 billion in taxes, levies and duties paid to the government

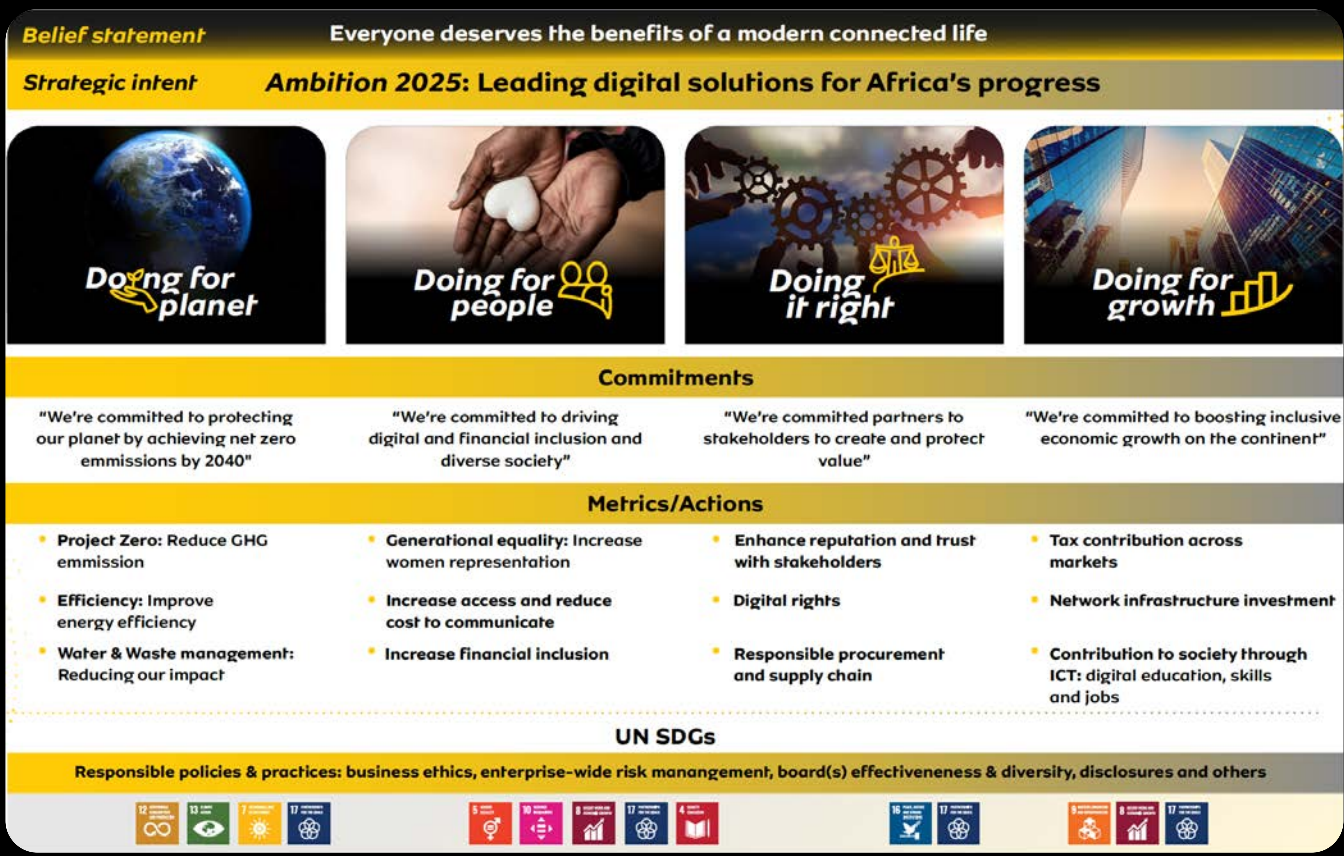
* Management cadre are Managers, Senior Managers, General Managers, Executive (from L3 & above)

"Imagine a world where **technology not only connects people but also protects the planet, uplifts communities, and fuels economic growth.** That's the world we are working to create— **one innovation, one partnership, and one possibility at a time."**

Abubakar Balarabe Mahmoud, SAN, OON
Chairman, Social Ethics and Sustainability Committee

Sustainability Strategy and Framework

Our commitment to Environmental, Social and Governance (ESG) is a vital enabler of our 'Ambition 2025' strategy. Our ESG commitments are hinged on four principles that ensure we effectively manage risks, identify and optimise opportunities, and deliver long-term value to our stakeholders. The principles are **Doing for Planet (eco-responsibility), Doing for People (sustainable societies), Doing it Right (governance), and Doing for Growth (economic value-added).** These pillars ensure that sustainable thinking and doing is entrenched across our organisational operations and business activities.



Each pillar has set targets and metrics that we monitor and report on. To further integrate sustainability in our operations and ensure that we carry everyone along on this transformative journey, we adopted the **SevenPillars®** Framework to operationalising sustainability. The approach involves considering sustainability through the Institutional, Operational, Financial, Environmental, Social, Cultural, and Economic lenses. This encourages a well-rounded view of our company's sustainability performance, ensuring that all employees understand their role in achieving our sustainability goals.

Doing for Planet

As a forward-thinking TechCo, we recognise the imperative to mitigate our environmental impact while delivering essential services. Our eco-responsibility initiatives focus on reducing our greenhouse gas emissions, promoting renewable energy adoption, managing electronic waste, and optimising resource efficiency. By incorporating sustainable practices into our operations and leveraging innovative technologies, we strive to preserve natural ecosystems and combat climate change, ensuring a healthier planet for future generations.

We also introduced eco-friendly SIM cards to reduce our carbon footprint, minimise waste, and promote responsible resource management in line with our Project Zero decarbonisation strategy. A first in Nigeria and in West Africa, our eco-friendly SIM cards are manufactured in Nigeria, representing our commitment to driving sustainable economic growth by supporting Nigerian businesses. Our eco-friendly SIM cards are made from 100% biodegradable materials which provide an environmentally friendly alternative to traditional polyvinyl chloride (PVC) SIM cards without compromising quality or performance.

In 2024, we executed the Nigeria PachiPanda Challenge in partnership with the Worldwide Fund for Nature (WWF) through its local partner, Nigeria Conservation Foundation (NCF). The challenge was designed to give young people the opportunity to develop innovative, long-term solutions and ideas to pressing environmental challenges and promote sustainability in Nigeria. This initiative was part of the Africa PachiPanda Challenge, designed to stimulate and champion innovative solutions that address urgent environmental challenges across the continent.

L-R: General Manager, Sustainability and Shared Value, Adekemi Adisa; Chief Financial Officer, Modupe Kadri; Chief Corporate Services & Sustainability Officer, Tobe Okigbo; Chief Human Resources Officer, Esther Akinnukawe and Chief Broadband Officer, Egerton Idehen at the eco-sim launch event by MTN.

MTN Nigeria's sustainability agenda encompasses water conservation, waste management, and biodiversity preservation. Efforts such as motion-activated lighting, eco-friendly appliances, and streamlined fleet management, including the adoption of Uber for Business, have significantly reduced our carbon footprint and operating expenses. Periodic environmental audits further ensure compliance and sustenance of our host communities. In 2024, we deployed a water and waste management initiative themed "Project GreenCycle" to segregate our waste into distinct streams at the point of generation. This reduced our landfill contributions and encouraged recycling and efficient water use by employees.

To minimise diesel reliance, we collaborate with partners to deploy hybrid power solutions across our operational sites. Biodiversity considerations are crucial to identify and mitigate potential environmental harm, ensuring sustainable development and compliance with regulations while also promoting transparency and enhancing community well-being. We also prioritise stakeholders' engagement as critical for successfully implementing our projects nationwide.

E-waste management is a critical component of our sustainability framework. We work with accredited vendors to ensure responsible disposal in compliance with national regulations and NESREA's Extended Producer Responsibility (EPR) policy.

MTN Nigeria leverages its technological capabilities to support Nigeria's green transition. By expanding broadband connectivity, we enable efficiencies across industries, reducing environmental impact. Our partnerships with third-party operators and efforts to optimise infrastructure capacity, further advance sustainable development. Additionally, we actively invest in green innovations and collaborate with stakeholders to drive Nigeria's low-carbon agenda, benefiting communities and the broader economy.

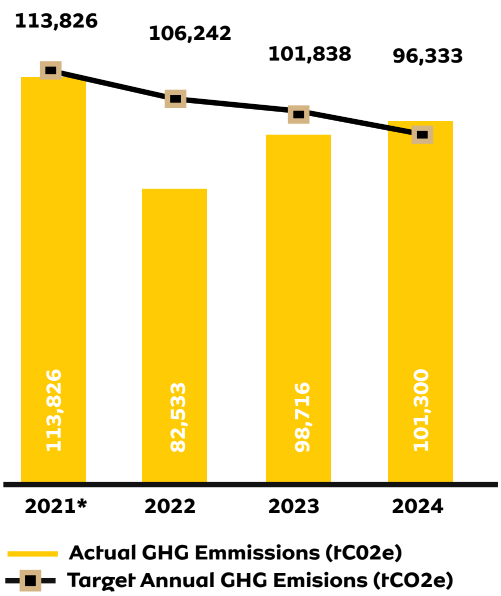
Climate Action at MTN Nigeria

MTN Nigeria acknowledges the profound challenges posed by climate change and the need for decisive action in addressing this global crisis. To safeguard the planet and future generations, we align with the global imperative to limit the average global temperature increase to 1.5 degrees Celsius (2.7 degrees Fahrenheit) above pre-industrial levels by mid-century. Governments, businesses, and organisations worldwide have committed to the "race to Net Zero", a collective effort to mitigate climate change by drastically reducing greenhouse gas (GHG) emissions. Achieving Net Zero, as outlined by the Science Based Targets initiative (SBTi), necessitates at least 90% decarbonisation of corporate value chains, with any remaining emissions offset through removal initiatives.

In 2021, we launched Project Zero, a strategic initiative aimed at achieving carbon neutrality by 2040, with an interim goal of cutting our GHG emissions by 50% by 2030, benchmarked against our 2021 emission levels. This commitment is fundamental to enhancing our resilience against climate risks, adopting sustainable practices, and supporting Nigeria's Climate Change Act of 2021.

Our emissions reduction strategy spans scopes 1, 2, and 3 and includes transitioning to renewable energy, implementing hybrid power solutions, and deploying energy-efficient technologies. The key initiatives include optimising generator usage, piloting solar-powered solutions, and installing motion-sensor lighting and efficient cooling systems. Notably, in 2024, we reduced scope 1 and 2 emissions by 11.0%, from 113,826 tCO2e (our baseline) to 101,300 tCO2e. Our year-on-year (YoY) reduction from last year is 2.6%.

Scope 1 and 2 GHG Emissions (tCO2e)



Scope 1 & 2 emissions (tCO2e)

	2021	2022	2023	2024
Baseline	**113,826**	**113,826**	**113,826**	**113,826**
Targets	-	106,242	101,838	96,333
Actuals	-	82,533	98,716	101,300
Targeted reduction per year	-	**-6.7%**	**-10.5%**	**-15.4%**
% reduction (actuals vs baseline)	-	**-27.5%**	**-13.3%**	**-11.0%**
% reduction (actuals vs target)	**-**	**-22.3%**	**-3.1%**	**5.2%**
YoY emission change	**-**	**-27.5%**	**19.6%**	**2.6%**

*2021 was used as the baseline. The baseline was rebased/recalculated due to the updated Gas IPP Electricity emission factor.

Project Zero aims for **carbon neutrality by 2040** (50% GHG reduction by 2030).

11.0% reduction in Scope 1 & 2 emissions since 2021 baseline.

194 solar-powered rural telephony sites deployed.

Project GreenCycle initiated for waste and water management.

Eco-friendly biodegradable SIM cards introduced.

Participated in Carbon Disclosure Project reporting, scoring **'B-'** for **Climate Change & 'C' for Water Security**.

Cross-section of participants at the PachiPanda event for Nigeria at the Rooftop Event Centre, MTN Plaza.

Doing for People

We are committed to fostering inclusive and connected communities that thrive in a rapidly digitalising world. Through our sustainable societies agenda, we work to bridge the digital divide by expanding access to reliable and affordable connectivity, particularly in underserved areas. By investing in education, skills development, and impactful social programmes, we empower individuals and communities to unlock new opportunities and contribute to developing resilient and equitable societies. Through the MTN Foundation, we have contributed to the development of societies and the Nigerian economy by providing digital skills and education support to the populace.

Corporate Social Investment

MTN Nigeria's corporate social investment activities are managed and executed by the MTN Foundation. With two portfolios, National Priority and Youth Development, spanning various initiatives listed in the following table, the MTN Foundation strives to create lasting and impactful change, empowering underserved individuals and communities to achieve self-sufficiency.

In 2024, MTN Nigeria invested approximately N3.5 billion Naira in Corporate Social Investment (CSI) and N31.9 billion Naira since its inception. The Foundation's CSI activities during the year impacted over 663,000 individuals across several communities in Nigeria.

L-R: Director, MTN Nigeria Foundation, Aishatu Sadauki; Director, MTN Nigeria, Abubakar Balarabe Mahmoud; Exectuve Director, MTN Nigeria Foundation, Odunayo Sanya, and teachers at the Commissioning of Remodelled Secondary Schools Science Laboratories in Kano State.

The table below briefly details some of the major CSI activities and their impact in 2024.

Portfolio Initiatives	Activities	Relevant UN SDGs
MTN ICT Laboratory Project	This project aims at enhancing information and communication technology education in public secondary schools. It focuses on renovating and equipping secondary schools with state-of-the-art digital tools to enhance learning and teaching for students and teachers. For the current phase, Oraifite Boys High School, Anambra State, emerged as the recipient school and its ICT laboratory was renovated and upgraded.	4 Quality Education; 8 Decent Work and Economic Growth; 9 Industry, Innovation and Infrastructure; 10 Reduced Inequalities; 17 Partnerships for the Goals
MTN Scholarship	1,011 scholarships were awarded to high-performing STEM & Blind university scholars in 2024. To date, 14,728 scholarships have been awarded.	4 Quality Education; 8 Decent Work and Economic Growth; 9 Industry, Innovation and Infrastructure; 10 Reduced Inequalities; 17 Partnerships for the Goals
Science and Technology Lab	In 2024, the Foundation commissioned and handed over 29 upgraded Science and Technology (Physics, Chemistry, Biology and Agricultural) laboratories in 6 public secondary schools as part of Phase 3 in Lagos, Kano, Enugu, Gombe, Rivers and Plateau States. Since its inception, over 110 science laboratories have been handed over to 32 public secondary schools.	4 Quality Education; 8 Decent Work and Economic Growth; 9 Industry, Innovation and Infrastructure; 17 Partnerships for the Goals
MTN Digital Skills for Digital Jobs	Supporting youths in acquiring relevant digital skills by partnering with organisations with extensive platforms for digital literacy. About 47,000 recipients across various digital communities were trained.	4 Quality Education; 8 Decent Work and Economic Growth; 9 Industry, Innovation and Infrastructure; 10 Reduced Inequalities
MTN MUSON Arts Scholars Programme	In 2024, 81 musically-talented individuals were awarded scholarships under the MTN-MUSON Music Scholars Programme (42 Year I and 39 Year II); 484 scholars have graduated from the programme's inception to date.	4 Quality Education; 8 Decent Work and Economic Growth; 9 Industry, Innovation and Infrastructure; 17 Partnerships for the Goals
Orphanage Support Initiative	41 orphanages were nominated in 2024. These orphanages were supported with various food items and toiletries.	1 No Poverty; 2 Zero Hunger; 3 Good Health and Well-being
Activism Campaign Against Gender-Based Violence (GBV)	This initiative raises awareness against gender-based violence, particularly women and girls. It includes virtual webinars, radio sensitisation sessions and movie screenings.	5 Gender Equality; 10 Reduced Inequalities; 16 Peace, Justice and Strong Institutions
MTN *Y'ello*preneur Initiative	628 women were trained in entrepreneurship skills under the ***Y'ello***preneur programme. 125 businesses were recommended by industry experts to apply for equipment loans/grants of up to N3 million per entrepreneur.	1 No Poverty; 3 Good Health and Well-being; 4 Quality Education; 5 Gender Equality; 8 Decent Work and Economic Growth; 17 Partnerships for the Goals
What Can We Do Together (WCWDT) Phase 5	Completed supply of medical equipment, consumables and staff training in 32 Primary Healthcare Centres (PHCs) in 29 states with participation from various local and state officials and community leaders.	3 Good Health and Well-being; 4 Quality Education; 6 Clean Water and Sanitation; 10 Reduced Inequalities; 13 Climate Action; 17 Partnerships for the Goals

Emergency Relief Clean-Up Project	Providing critical support to communities impacted by floods, especially Primary Healthcare Centres (PHCs). We renovated, provided medical supplies and installed solar-powered solutions for 12 PHCs across 6 states.
Anti-Substance Abuse Program (ASAP)	Reached 26,822 students through the Foundation's activities in collaboration with the NDLEA & UNODC. We trained 454 teachers under the Anti-Substance Abuse Program (ASAP) on the dangers of substance abuse across 55 public secondary schools in 12 states.
MTN Community Development Project (CDP)	Providing access to clean water and promoting environmental sustainability. The project scope included installation of 8 solar-powered boreholes across 8 states in Nigeria
MTN Foundation Sponsorship Events	Supported the participation of individuals and organising bodies in 4 major events focused on Women in Business, Impact Investing and Entrepreneurship.

L-R: MTN Nigeria Foundation Scholarship recipient, Ogazi Chidiebere Anita; Deputy Director, Centre for Disabilities and Special Needs Research at Nnamdi Azikiwe University, Dr. (Mrs.) Ifeoma Nnachi; Director, MTN Nigeria Foundation, Mr. Dennis Okoro, and Senior Manager of Sales and Trade Development, MTN Nigeria, Mr. Moses Adejoh at the 2024 MTN Foundation Awards ceremony in Enugu.

Cross-section of MTN Nigeria Foundation Scholars at the Awards Ceremony in Enugu.

1,011 Scholarships awarded (**14,728** since inception of the MTN Foundation).

47,000+ youths trained for digital jobs.

628 women trained via ***Y'ello***preneur programme.

41 orphanages assisted with essential supplies.

44 Primary Healthcare Centres (PHCs) equipped with medical supplies & solar power

Gender-based violence awareness advocacy programmes launched nationwide.

Doing it Right

Strong governance lies at the core of our sustainability journey, guiding us in building a culture of accountability, integrity, and transparency. We prioritise ethical leadership, effective risk management, and stakeholder engagement to ensure robust decision-making processes. By adhering to the highest standards of corporate governance, we safeguard our reputation, uphold compliance with regulations, and create long-term value for our stakeholders. In 2024, our reputation index score was 79% greater than our 75% benchmark. We have committed to reporting on our sustainability performance using the IFRS S1 and S2 (International Financial Reporting Sustainability Disclosure Standards) ahead of the mandatory date set by the Financial Reporting Council of Nigeria (FRC).

In 2024, we launched a dedicated microsite https://www.mtn.ng/sustainability/ to provide our investors and stakeholders with a centralised platform to access and explore our sustainability initiatives and activities. We are the first Nigerian organisation to be Compliance Management System (CMS) certified by the International Accreditation Service (IAS).

We made significant strides in enhancing our environmental transparency by commencing our participation in the CDP (Carbon Disclosure Project) reporting process in 2024. We recorded a rating score of 'B-' for Climate Change and 'C' for Water Security, demonstrating our commitment to measuring and managing our environmental impact. Our Risk Insights ESG GPS Sustainability Rating also improved to 3.6/4.0 (from 3.4/4.0 in 2023).

L-R: Director, Dr. Omobola Johnson; Chief Executive Officer, Dr. Karl Olukotun Toriola; Chairman, Dr. Ernest C. Ndukwe, OFR; Company Secretary, Uto Ukpanah; Chief Financial Officer, Modupe Kadri; and Director, Muhammad K. Ahmad at the 2024 MTN Nigeria Annual General Meeting in 2024.

Doing for Growth

Our role as a telecommunications leader goes beyond providing connectivity; it extends to driving economic growth and resilience. By creating employment opportunities, supporting local businesses, and delivering cutting-edge solutions, we generate tangible economic value for society. Through continuous innovation and strategic investments, we remain a catalyst for economic development, ensuring that our growth contributes meaningfully to shared prosperity. In 2024, we contributed N764.2 billion naira to taxes and duties to the government and spent N443.5 billion on capital expenditures. We have increased the number of local suppliers in our pool of suppliers, and this is also reflected in our supply chain spend, as local suppliers have 59.6% of the total amount spent.

Doing for Growth

MTN

Doing for tomorrow, *today.*

Leadership

Board of Directors

1. Dr. Ernest C. Ndukwe, OFR
2. Dr. Karl Olutokun Toriola
3. Ralph Mupita
4. Jens Schulte-Bockum
5. Michael Ajukwu
6. Dr. Omobola Johnson
7. Uto Ukpanah
8. Ferdinand Moolman
9. Muhammad K. Ahmad, OON

10. Abubakar Balarabe Mahmoud, SAN, OON, FCIArb (UK)
11. Ifueko M Omoigui Okauru, MFR
12. Andrew Alli
13. Mazen Mroue
14. Modupe Kadri
15. Tsholofelo Molefe
16. Udemezuo Nwuneli
17. Tim Pennington
18. Eyitope Kola-Oyeneyin

Board of Directors

Dr. Ernest C. Ndukwe, OFR
Chairman, Board of Directors

Appointed

- Independent Non-Executive Director – 1 June 2018
- Chairman – 2 September 2019

Skills, Expertise and Experience

Dr. Ernest C Ndukwe OFR is a professional Telecommunications Engineer Professional Telecommunications Engineer, Entrepreneur, Business Management Trainer with Expertise in Public Policy and Utility Regulation; Fellow of the Nigerian Society of Engineers (FNSE), the Nigerian Institute of Management (FNIM) and the Nigerian Academy of Engineering, (FAEng); Served as the Executive Vice Chairman/CEO of the Nigerian Communications Commission (2000 to 2010). Under his tenure at the NCC, the nation's ICT sector witnessed unprecedented growth and transformation.

Dr Ndukwe championed the founding of the West African Telecommunications Regulators Association and later served as its President for several years. He also served as Chairman of African Telecommunications Union (ATU) and Vice Chairman of the Telecom Development Advisory Group (TDAG) of the International Telecommunications Union, ITU, representing Nigeria.

He is a recipient of several civic and professional awards including the National award of Order of the Federal Republic (OFR). He was decorated at the World Telecom Development Conference (WTDC 2014), with the ITU Gold Medal Award "in recognition of his important contribution to global Information and Communication Technologies and to the work of ITU."

Degrees

B.Sc degree, Electronic and Electrical Engineering (University of Ife now Obafemi Awolowo University); D.Sc. Hon. Degree (University of Nigeria, Nsukka); D. Tech Hon. Degree (University of Ife). Executive Education Programmes at Lagos Business School, Harvard Business School, IMD Business School, INSEAD Business School, Columbia Business School and Kellogg School of Management.

Other directorships

Systemspecs Limited; Openmedia Group; Choice Dental Limited.

Dr. Karl Olutokun Toriola
Managing Director/Chief Executive Officer (MD/CEO)

Appointed

- MD/CEO: 1 March 2021
- Non-Executive Director: 14 January 2016

Board Committee Membership

- Member: Finance & Investment Committee
- Member: Digital and Innovation Committee

Skills, Expertise and Experience

Dr. Toriola was appointed the MD/CEO of MTN Nigeria in March 2021. Prior to that, he was the Group Vice President of West and Central Africa (WECA) at MTN Group Limited between January 2016 and February 2021. He held many senior roles in MTN including Chief Technical Officer, Network Group (NWG), MTN Nigeria and Chief Executive Officer, MTN Cameroon. Before joining MTN Nigeria in 2006, he was the Chief Operations/Regional Officer for Vmobile Nigeria (now Airtel Nigeria), where he was responsible for operations. He also worked for Ericsson for 7 years (1996 to 2003).

As MTN Group Operating Executive, he had direct responsibility for 13 MTN Subsidiaries in 13 countries, with their respective CEOs reporting to him. He gained extensive Governance and Board membership experience, serving on various boards of multinationals from 2010 such as the Boards of MTN Ivory Coast, Cameroon, Benin, Congo Brazzaville, Guinea, Liberia, and Guinea Bissau, American Towers, Jumia Africa, among others. He is currently an independent Non-Executive Director of UAC Nigeria Plc.

Dr. Toriola is a Fellow of the Nigerian Society of Engineers and the Nigerian Academy of Engineering. He is a member of the Council of Registered Engineers of Nigeria and member, Institute of Directors. He is an alumnus of global leading business schools, including London Business School, Harvard Business School, Institute of Management Development (IMD) Switzerland, the Stanford Senior Executive Programme, among others. In December 2024, Dr. Toriola was conferred with an honourary doctorate degree in Engineering by Obafemi Awolowo University Ile-Ife.

Degrees

M.Sc. Communication Systems (Swansea University, United Kingdom); B.Sc. (Hons.) Electronic and Electrical Engineering (Obafemi Awolowo University, Ile-Ife, Nigeria).

Other directorships

Non-Executive Director, MoMo Payment Service Bank Ltd; Non-Executive Director, T.R Cameron Limited; Non-Executive Director, Cameron Hotels Limited; Non-Executive Director, UAC Nigeria PLC; Non-Executive Director, Nigerian Economic Summit Group (NESG), Endeavour Nigeria, Lagos International Theatre Festival.

Ralph Mupita
Non-Executive Director

Appointed

13 April 2017

Board Committee Membership

- Member: Nomination and Governance Committee
- Member: Remuneration and Human Resources Committee
- Member: Finance and Investment Committee

Skills, Expertise and Experience

Mr. Mupita is the Group President and CEO of MTN Group, a position he has held since September 2020, having served as MTN Group's Chief Financial Officer since April 2017.

Prior to joining MTN, Ralph was the Chief Executive Officer for Old Mutual Emerging Markets, providing financial service solutions to individuals and corporates across 19 countries in Africa, Latin America and Asia. Under his leadership, the Insurance Group's Emerging Market business serviced over 19 million customers and had over R1 trillion of assets under management at the end of his tenure as Emerging Markets CEO.

Mr. Mupita is a seasoned business leader with experience in engineering, construction, financial services and telecommunications. Since joining MTN, Ralph has played a pivotal role in strengthening the Group's financial position, strategy formulation and successful listing of the MTN Ghana, Nigeria, Rwanda and Uganda subsidiaries.

Degrees

B.Sc. (Hons.) Engineering; MBA (University of Cape Town); General Management Programme (Harvard Business School).

Other directorships

MTN Group Limited, Mobile Telephone Networks Holding (Pty) Limited, MTN International (Pty) Limited, Mobile Telephone Networks Holding (Proprietary) Limited (MTN SA), MTN Nigeria Communications Plc., Irancell Telecommunications Services Company (Pty) Limited, MTN (Dubai) Limited, MTN Group Management Services (Pty) Limited, Servico S.A.L, 14th Avenue Holdings B.V., Mobile Telephone Networks NIC B.V., MTN Group FinTech PTY Limited, Principals Academy Trust, Harvard Business School Africa Advisory Board, World Economic Forum Edison Alliance, Broadband Commission for Sustainable Development, International Chamber of Commerce (ICC), aYo, Rupinda Properties Pty Limited, Mobile Telephone Networks Business Solutions Propriety Limited and Mobile Telephone Networks (Netherlands) BV.

Jens Schulte-Bockum
Non-Executive Director

Appointed

13 April 2017

Board Committee Membership

- Member: Remuneration and Human Resources Committee
- Member: Digital and Innovation Committee

Skills, Expertise and Experience

Mr. Schulte-Bockum served as the Chief Operating Officer of MTN Group for 7 years. His role included managing the Group functional teams across Commercial, Enterprise and Digital, the new platform businesses (Chenosis, Ayoba and GlobalConnect Fibre) as well as overseeing MTN's operating companies in Africa and the Middle East.

Before joining MTN Group, he spent 24 years in consulting and telecommunications. He has held senior management roles at McKinsey & Co and Vodafone Group. He has also served as an independent industrial adviser to multiple private equity players. He was Chief Executive Officer of Vodafone's largest operating company in Germany where he integrated Kabel Deutschland Holding AG and served as chairman of this listed subsidiary from 2013 to 2015.

Mr. Schulte-Bockum has extensive experience in consumer, enterprise, and broadband businesses, as well as the area of large-scale transformation in converged telecom operations.

Degrees

M.A. Social Sciences/Economics (University of Chicago); Diplom–Volkswirt (Kiel University).

Other directorships

Mobile Telephone Networks (Pty) Limited, GlobalConnect Solutions Limited, Delta Fiber Networks Netherlands, Deutsche Glasfaser Holding Germany, Zayo Europe, Bankinter Foundation for Innovation (Trustee) Madrid, Spain and International Advisory Board, Maastricht University, School of Business, Netherlands.

Michael Ajukwu
Independent Non-Executive Director

Appointed

2 September 2019

Board Committee Membership

- Chairman: Nomination and Governance Committee
- Member: Risk Management and Compliance Committee
- Member: Finance and Investment Committee

Skills, Expertise and Experience
Mr. Ajukwu has over 21 years' experience in the banking industry with a specialty in the Energy and Multinational sectors.

Degrees
B.Sc. Finance (University of Lagos); MBA, Accounting and Finance (New York University, United States).

Other directorships
Chairman, MoMo Payment Service Bank Limited, Independent Director of Sterling Bank PLC; Independent Director Tiger Brands Limited; Non-Executive Director Novotel Hotel Limited, Non-Executive Director International Breweries.

Dr. Omobola Johnson
Non-Executive Director

Appointed

2 September 2019

Board Committee Membership

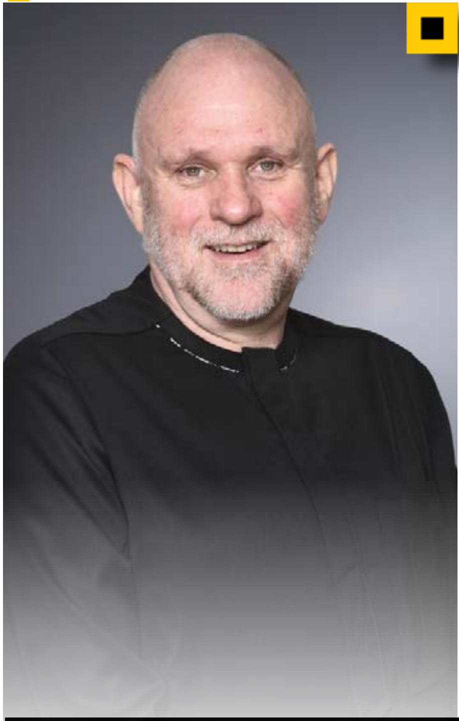
- Chairman: Risk Management and Compliance Committee
- Chairman: Digital and Innovation Committee
- Member: Nomination and Governance Committee
- Member: Social, Ethics and Sustainability Committee

Skills, Expertise and Experience
Dr. Johnson brings over 30 years of ICT experience across the private and public sectors. She started her career in 1985 at Arthur Andersen & Co/ Andersen Consulting and was admitted into the Accenture Partnership in September 2000. She assumed responsibilities for Financial Services practice from 2000 – 2007. In 2005 she was appointed as Country Managing Director of Accenture Nigeria. Dr. Johnson took an early retirement from Accenture in March 2010 to engage and participate more deeply in the development of Nigeria by better deploying the significant skills and competencies acquired during her 25 years in Andersen Consulting/Accenture.

From 2011-2015, she served as Nigeria's Minister of Communication Technology where she developed the country's first and ambitious 2013 - 2018 National Broadband Plan. Under her leadership, Nigeria became the first African country to join the Alliance for Affordable Internet (A4AI) — a global coalition, led by the Web Foundation, working to make broadband affordable for all. From 2015-2018, Omobola served as A4AI's Honorary Chair, where she provided the Alliance with strategic policy guidance and led high-level advocacy efforts to drive down the cost of internet services. She is currently a Senior Partner at TLcom Capital LLP, a pan—African technology venture capital fund.

Degrees
B.Sc. Electrical and Electronic Engineering (University of Manchester); M.Sc. Digital Electronics (King's College, London); DBA (Cranfield University).

Other directorships
Chairman, Custodian Investment Plc. and Director, Liquid Intelligent Technologies.



Ferdinand Moolman
Non-Executive Director

Appointed

1 July 2014

Board Committee Membership

- Member: Board Audit Committee
- Member: Risk Management and Compliance Committee

Skills, Expertise and Experience
Mr. Moolman was the Chief Executive Officer of MTN Nigeria from December 2015 to 28 February 2021. He has extensive experience spanning Financial Auditing, Financial Operations and Taxation, having worked in the Telecommunications and Consulting sectors in Nigeria, Iran, England and France.

He has held several senior positions at PricewaterhouseCoopers, Momentum Life, Europ Assistance and the office of the Auditor General, all in South Africa. Since he joined MTN in 1990, he has held many senior roles including General Manager, Financial Operations responsible for managing CAPEX; Chief Financial Officer of MTN Irancell, Chief Operating Officer of MTN Irancell and Chief Financial Officer of MTN Nigeria. He is currently the Group Chief Risk Officer since 1 April 2021.

Degrees
B.Sc., B.Comm.

Other directorships
Mobile Telephone Networks (Pty) Ltd

Muhammad K. Ahmad, OON
Independent Non-Executive Director

Appointed

1 September 2019

Board Committee Membership

- Chairman: Remuneration and Human Resources Committee
- Member: Board Audit Committee
- Member: Social, Ethics and Sustainability Committee

Skills, Expertise and Experience
Mr. Ahmad has about 40 years of distinguished experience leading and working in various public sector organisations and financial services institutions in Nigeria. He was the pioneer Director-General and Chief Executive Officer of the National Pension Commission and oversaw the establishment and growth of Nigeria's Pension industry.

He had worked as a bank supervisor at the Nigeria Deposit Insurance Corporation (NDIC) and the Central Bank of Liberia. He was Departmental Director and member of the Board of Federal Inland Revenue Service. He was also an Independent Non-Executive Director of FBN Holdings Plc and FATE Foundation. He was the Chairman of International Energy Insurance Plc and Polaris Bank Ltd.

Mr. Ahmad chaired the Technical Committee of the National Council on Privatisation (NCP), which is presided over by the Vice President of Nigeria. He chaired the Technical Committee on the Nigerian Code of Corporate Governance constituted by the Financial Reporting Council of Nigeria, which produced the Nigerian Code of Corporate Governance 2018.

In addition, he chaired the Technical Committee that produced the North East Transformation Strategy (NESTS), a medium-term Regional Development Strategy, for the sustainable socio-economic transformation and reconstruction of the Region, a strategy promoted by the six governors of the constituent states of the region.

He also assisted in the development of the Buhari Plan, initiated by the Federal Government of Nigeria to provide a framework for coordinating all initiatives and interventions by various actors for early recovery and sustainable development of the North East region and also crafting of the Borno State 25-Year Development Plan.

Degrees
B.Sc. Accounting (Ahmadu Bello University). PG Diploma, Innovation & Strategy (University of Oxford).

Other directorships
Credent Capital and Advisory Limited, Flour Mills of Nigeria Plc, Buraq Capital Limited, Data Guard Document Management Limited. Society for Corporate Governance Nigeria, Pan-Atlantic University, Certium Consulting and Infrastructure Corporation of Nigeria.

Abubakar Balarabe Mahmoud, SAN, OON
Non-Executive Director

Appointed

2 September 2019

Board Committee Membership

- Chairman: Social, Ethics and Sustainability Committee
- Member: Risk Management and Compliance Committee
- Member: Nomination and Governance Committee

Skills, Expertise and Experience
Mr. Mahmoud served as the Kano State Attorney General and Commissioner for Justice and held various positions in the public service, including Director of Litigation, Public Prosecution, and Solicitor-General at the Ministry of Justice, Kano from 1979 to 1993.'

In 2001, he was elevated to the rank of Senior Advocate of Nigeria and is a Life Bencher of the Body of Benchers, the highest regulatory body for the legal profession in Nigeria. He holds the national honour of the Officer of the Order of the Niger (OON) and was elected the 33rd president of the Nigerian Bar Association (NBA), Nigeria's umbrella association of professional lawyers on August 1, 2016.

He is a member of the International Chamber of Commerce (ICC), London Court of International Arbitration (LCIA) and was accepted into the Energy Arbitrators List (EAL) in 2013. Mr. Mahmoud is the Managing Partner and one of the founding partners of the law firm Dikko & Mahmoud.

Degrees
LL.B. and LL.M. Company and Labour Law (Ahmadu Bello University, Zaria).

Other directorships
Stanbic IBTC Pension Managers Limited; Tristate Health Care System, L&Z Integrated Farms Limited, Aliko Dangote Foundation and Shehu Musa Yar'adua Foundation.

Andrew Alli
Non-Executive Director

Appointed

- March 2004 (Exited in July 2006)
- Reappointed 2 September 2019.

Board Committee Membership

- Chairman: Finance and Investment Committee
- Member: Risk Management and Compliance Committee
- Member: Remuneration and Human Resources Committee
- Member: Digital and Innovation Committee

Skills, Expertise and Experience
Mr. Alli has 30 years of experience in investing in and managing businesses in Africa. Having started his career in management consulting and investment banking in the UK, he joined the International Finance Corporation where he worked for 11 years gaining experience in energy and telecommunications investments at its headquarters in Washington DC, before his appointment to manage IFC's Nigeria office in 2002.

In 2006, he was appointed to lead IFC's operations in Southern Africa. In 2008, after a period as the co-founder of a private equity fund, he was appointed President and CEO of the Africa Finance Corporation (AFC), which he led for ten years. During this period AFC made in excess of $4.5 billion in investments in 30 African countries and developed into a leading African financier of infrastructure.

In 2019 he joined SouthBridge Group, a pan-African investment bank, where he was a Partner until July 2022.

Mr. Alli has extensive board experience, having served on several boards in the telecommunications, infrastructure and financial sectors over the past three decades.

Degrees/Professional Qualifications
B.Eng. Electronics and Electrical Engineering (King's College, University of London); MBA (INSEAD Business School, France); Fellow of the Institute of Chartered Accountants, England and Wales.

Other directorships
British International Investment Plc, Endeavor High Impact Entrepreneurship Limited, FirstBank UK Limited, Member Board of Trustees, Africa Gifted Foundation, and Member Advisory Board Inspired Evolution.

Ifueko M Omoigui Okauru, MFR
Non-Executive Director

Appointed

2 September 2019

Board Committee Membership

- Member: Board Audit Committee
- Member: Remuneration and Human Resources Committee
- Member: Finance and Investment Committee
- Board Representative: Statutory Audit Committee

Skills, Expertise and Experience

From December 1983 to March 1996, Mrs. Okauru worked across the broad spectrum of Audit, Tax and Consulting in the firm of Arthur Andersen & Co. (now split into three firms – KPMG Professional Services, Accenture (Verraki in Nigeria) and Andersen. She led the firm's successful strategy consulting practice before her exit in 1996.

Beginning July 1996, she founded and led a team of consultants at ReStraL Ltd, a Research, Strategy and Leadership Consulting firm, and from July 1996 to April 2004, built the organisation up to a company par excellence. This firm owns and manages the Franklin Covey license in Anglophone West Africa.

From May 2004 to April 2012, Mrs. Okauru served as the first female Executive Chairman of the Federal Inland Revenue Service of Nigeria, and the first female Chairman of the Joint Tax Board of Nigeria. She is reputed to have transformed the taxation space to unprecedented levels resulting in significant revenues generated and the development of revenue institutions at the Federal and State levels, as critical institutions of governance.

During that period, she was a part-time member of the United Nations (UN) Committee of Experts on International Cooperation in Tax Matters as well as founding member of the African Tax Administration Forum (ATAF) and initiator of the West African Tax Administration Forum (WATAF).

In recognition of her contribution to Public Service, she was appointed the visiting Fellow of Practice, Africa Initiative for Governance (AIG) at the Blavatnik School of Government, University of Oxford for the 2019/2020 year.

She is the Chief Executive Officer of The CPP Group, a dynamic consortium of organisations committed to building capacity, strengthening institutions, and fostering inclusive development across Nigeria and Africa. The Group's focus spans strategy development and execution support, governance and compliance, enhancing leadership effectiveness, talent management and organisational productivity, enterprise growth, and impactful social initiatives. Companies in the group include, Compliance Professionals Plc., Franklin Covey Nig. Limited., ReStraL Limited. Aurum Tennis Foundation, DAGOMO Foundation Nigeria Limited/GTE; and ReStraL Foundation Nigeria Limited/GTE.

Degrees

B.Sc. Accounting (First Class) (University of Lagos); M.Sc. Management Science (Imperial College); MPA/Mason Fellow (Harvard University), Harvard Kennedy School.

Professional Qualifications

Fellow, Institute of Chartered Accountants of Nigeria (ICAN) and
Fellow, Chartered Institute of Taxation (CITN);
Fellow, Compliance Institute of Nigeria (CIN).

Other directorships

Chairman, AfyA Care Nigeria Limited; Chairman, PZ Cussons Nigeria Plc; Independent Non-Executive Director, Enterprise NGR; Member, Benin Royal Museum Trust; Member, International Fiscal Association (IFA) Supervisory Board.

Mazen Mroue
Non-Executive Director

Appointed

1 June 2022

Board Committee Membership

- Member: Digital and Innovation Committee
- Member: Social, Ethics and Sustainability Committee

Skills, Expertise and Experience

Mr. Mroue has over 25 years of senior and executive management experience in Telecommunications, Information Technology, and Digital Services, gained across diverse markets in Africa, the Middle East, and Europe.

He currently serves in a dual capacity within the MTN Group. As the Group Chief Technology and Information Officer (GCTIO), a role he has held since 1 February 2022, Mr. Mroue is responsible for overseeing MTN's technology strategy, governance, and implementation across its operations. Effective January 2025, he was also appointed Chief Executive Officer (CEO) of MTN Digital Infrastructure, leading the Mobility and Fibre businesses and driving the execution of MTN's Data Centre strategy.

Since joining MTN in 1998, Mr. Mroue has held several senior leadership roles within the Group's regional operations, including CEO and COO positions in multiple operating companies including MTN Nigeria. Additionally, he serves as a board member for various companies within the MTN Group.

Degrees

M.Sc. Engineering, Intellectual Systems and Networks (National Aviation University); Certified in Leadership Development and Finance (Harvard Business School and INSEAD, respectively).

Other directorships

Director, MTN Kente, MTN Chenosis and MTN Sudan; Omshreem Technologies PVT Ltd; Shalkat Pte Limited, MTN GlobalConnect Solutions Limited (Bayobab Solutions), GlobalConnect Fibreco BV and GlobalConnect E2W Holdings Limited.

Modupe Kadri
Executive Director/Chief Financial Officer (CFO)

Appointed

1 March 2020

Board Committee Membership

- Member: Finance & Investment Committee
- Member: Social, Ethics and Sustainability Committee

Skills, Expertise and Experience

Mr. Kadri is the Chief Financial Officer/Executive Director for MTN Nigeria Communications PLC. He joined MTN Nigeria in 2007 as the General Manager Financial Operations and held various positions within the Finance Division. In August 2014, he joined Scancom PLC (MTN Ghana) on secondment from MTN Nigeria as the Chief Financial Officer. He was appointed Executive Director in April 2016, a position he held until February 2020.

Before joining MTN, he worked at Lafarge Africa PLC where he held various positions in the West African Portland Cement (WAPCO) PLC subsidiary including financial controller and business development manager. He trained and qualified as a chartered accountant with Coopers and Lybrand now PricewaterhouseCoopers (PwC) where he spent 11 years. He holds a Bachelor of Science (Hons) in Economics and a Master of Science in Management, both from the University of Lagos, Nigeria and is a Fellow of both the Institute of Chartered Accountants of Nigeria (ICAN) and the Association of Chartered Certified Accountants (ACCA). He is also a member of the Institute of Directors.

He participated in MTN's Global Advancement Programme (GAP) in 2012 and has attended various leadership programmes at the Columbia Business School, INSEAD, IMD Business School, Kellogg Executive Education and Wharton School where he is an alumnus of all.

Degrees

B.Sc. (Hons) Economics (University of Lagos); M.Sc. Management (University of Lagos).

Other directorships

MoMo Payment Service Bank Limited; MTN Mobile Money Limited (Ghana), Hajj Mabrur Ventures Limited; Yello Digital Financial Services Limited and Vanguards Academy Foundation.

Tsholofelo Molefe
Non-Executive Director

Appointed

3 May 2021

Board Committee Membership

- Member: Board Audit Committee
- Member: Risk Management and Compliance Committee
- Member: Finance and Investment Committee

Skills, Expertise and Experience

Ms. Molefe was appointed a Non-Executive Director of the Company effective 3rd May 2021. Ms. Molefe assumed the role of Chief Financial Officer of MTN Group Limited in April 2021. She joined MTN Group Limited from Telkom SA SOC Limited where she held the positions of Deputy Chief Financial Officer and Group Risk and Compliance Officer, prior to her appointment as the Group Chief Financial Officer in 2018. Before joining Telkom, Ms. Molefe was employed as a Finance Director of Eskom Holdings SOC Limited, (Africa's largest electricity utility) and an Executive Director of the company's main board.

In addition to an extensive telecommunications industry experience, she also worked in various roles in the banking and financial services sector prior to Eskom and brings with her, an extensive financial strategy, management and accounting experience, and a strong background in enterprise risk management and financial control.

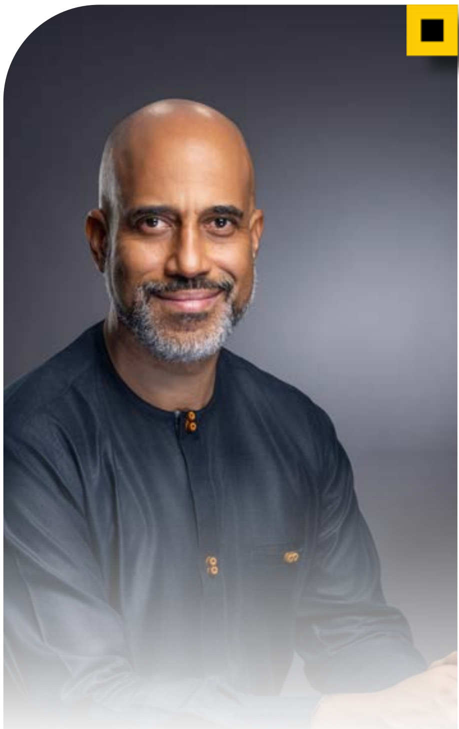
Ms. Molefe is a chartered accountant and a member of the South African Institute of Chartered Accountants (SAICA).

Degrees

B.Compt (Hons.); CTA; B.A (Hons.) Accounting & Finance; CA(SA)

Other directorships

MTN Group Limited, MTN Holdings (Pty) Limited, MTN International (PTY) Limited, Mobile Telephone Networks (Proprietary) Limited (MTNSA), MTN Group Management Services (Pty) Limited, Interserve Overseas Limited, 14 Avenue Investment Holding Limited, Irancell Telecommunication Services Company (Pty) Limited, Mobile Telephone Network NIC B.V, 14th Avenue Holdings B.V, Easy Dial International Limited, Investcom Mobile Communication Limited, MTN Business Solution (PTY) Limited, Scancom PLC (MTN Ghana), MTN Group Fintech Pty Limited.



Udemezuo Nwuneli
Independent Non-Executive Director

Appointed

2 January 2025

Board Committee Membership

- Member: Social, Ethics and Sustainability Committee
- Member: Board Audit Committee

Skills, Expertise and Experience

Mr. Nwuneli is the Managing Partner of Sahel Capital, a food and agribusiness-focused private investment firm investing across sub-Saharan Africa. He has over twenty-seven (27) years of private equity, investment banking, and corporate finance experience. Through his work, he has raised capital, led investment transactions, and advised on mergers & acquisitions transactions across a range of industries. He previously worked in the Financial Services, Downstream Petroleum, and Telecommunications sectors. Since 2010, he has worked extensively and led investment transactions in the food and agricultural sector in Africa. He has also actively contributed to the development of the impact investing ecosystem in Nigeria.

Prior to founding Sahel Capital, Mr. Nwuneli held roles at J.P. Morgan & Co., Ocean and Oil Holdings, MTS First Wireless, and AFIG Funds.

Degrees

MBA (Harvard Business School); B.Sc. Industrial Management (minor in Information Systems, Carnegie Mellon University); Eisenhower Fellow and Archbishop Tutu Fellow; Harvard Business School 2021 Distinguished Alumni Achievement Award.

Other directorships

Chairman/Co-Founder of AACE Foods, Chairman/Co-Founder at Sahel Consulting; Board Member African Private Equity and Venture Capital Association (AVCA); Board Member, Sahel Capital Mauritius, Sahel Capital Holdings, Coscharis Farms Limited, Ladgroup Ltd, Crest Agro Products Limited, MUNA Foundation Limited/Gte; Independent Director Hygeia HMO Limited and First World Communities Limited.

Tim Pennington
Non-Executive Director

Appointed

2 January 2025

Board Committee Membership

- Chairman: Board Audit Committee
- Member: Remuneration and Human Resources Committee

Skills, Expertise and Experience

Mr. Pennington was the Chief Financial Officer (CFO) of Millicom International Cellular from 2014 until March 2022 and has served as CFO in other international companies listed in New York, London, Stockholm and Hong Kong. He played an instrumental role in Millicom's transformation into a leading provider of fixed and mobile broadband services. Under his leadership as CFO, the company successfully transformed the business into a leading Latam telecom operator through the disposal and acquisition of various operations, then listing the business on NASDAQ in the U.S.

Mr. Pennington also served as a Non-Executive Director on the Board of London-listed Euromoney Institutional Investor PLC. He is commercially driven with extensive telecommunications experience, as well as considerable corporate finance and strategic knowledge spanning several global jurisdictions.

Degrees

B.A (Hons) Economics (University of Manchester); Associate, Chartered Institute of Bankers, UK.

Other directorships

Independent Non-Executive Director, MTN Group Limited; Mobile Telephone Networks Holdings (PTY) Limited; Non-Executive Director, The Kimmeridge Trust, EJLSHM Holdings Limited and EJLSHM Funding Limited.

Eyitope Kola-Oyeneyin
Independent Non-Executive Director

Appointed

2 January 2025

Board Committee Membership

- Member: Risk Management and Compliance Committee
- Member: Digital and Innovation Committee

Skills, Expertise and Experience

Mrs. Kola-Oyeneyin is a seasoned systems change leader and transformation expert with over twenty (20) years of global experience as a senior advisor, an operating executive across multiple African countries, and a policymaker. She has a successful track record of partnering with institutions, regulators, and investors across Africa to develop ambitious growth programmes and execute large-scale transformations. As the Managing Partner of Augmentum Advisory, she supports senior leaders to drive growth and value creation through digital transformation, policy innovation, and large-scale programme execution.

A thought leader in digital financial services, Mrs Kola-Oyeneyin possesses in-depth knowledge of Sub-Saharan Africa's financial landscape. She served as Head of First Bank's International banking business and as a Partner and inaugural co-lead of McKinsey's Payments and Fintech Practice for Eastern Europe, the Middle East, and Africa. She has collaborated with key players across the financial services value chain in Africa and led the development of transformative initiatives such as Cashless Lagos and SANEF agent banking, which significantly advanced financial inclusion in Nigeria.

Mrs. Kola-Oyeneyin is passionate about digital innovation and empowering young Africans, believing that effectively combining both can accelerate economic development and transform African nations. She is a regular speaker on global platforms and has co-authored several reports, some of which have been featured in the Financial Times and the Economist. Her recent book, UNLEASH, provides a blueprint to help young Africans rise, find expression, and thrive.

Degrees

M.S. Management Science and Engineering (Stanford University), B.Sc. Industrial Engineering, (University of Central Florida).

Other directorships

Non-Executive Director, Venia Consulting Limited; Venia Holdings Limited, Volition Blue LLC, Augmentum Advisory LLP. Independent Non-Executive Director, John Snow Incorporated.

Corporate Governance

Corporate History

MTN Nigeria Communications Plc (MTN Nigeria or the Company) was incorporated as a private company on 8 November 2000. The first phone call on the network was made on 16 May 2001. The Company thereafter commenced commercial operations on 8 August 2001.

On 18 April 2019, MTN Nigeria re-registered as a Public Limited Company (PLC) and was listed on the Premium Board of Nigerian Exchange Limited (NGX)) on 16 May 2019. MTN Nigeria subjects its operations to the highest standards of corporate governance and believes that good corporate governance is an essential foundation for sustainable corporate success.

Board of Directors

The Board of Directors is responsible for the governance of MTN Nigeria and accountable to shareholders for creating and delivering sustainable value. The Board provides effective and ethical leadership. It determines the Company's purpose and values and approves the strategy to achieve the organisational goal. The Board is set up to function effectively in aligning the interest of stakeholders and shareholders with the actions and decisions of management. The Board ensures that the interests of the stakeholders are well represented and protected while also focusing on enhancing shareholder value.

MTN Nigeria conducts its affairs with transparency, accountability, prudence, fairness, and social responsibility, which are value-based principles that assure that all deliberations and decisions reached are beneficial to the interest of the Company, all stakeholders, as well as the consuming public. Therefore, the board strives to seek balance by setting up policies and structures that best reflect the objectives, goals, values and interest of the stakeholders. These policies are regularly reviewed, considering the ever-changing dynamics in the operating and regulatory environment and leading practices.

The Board ensures that the Company's values are upheld to remain a going concern. In addition, the Board ensures that the procedures and practices protecting the Company's assets and reputation are in place.

Overall, the Board of Directors oversees the Company's affairs and ensures that they are carried out within the ambit of extant legislations, its Articles of Association, and sound corporate governance principles. Our corporate governance framework corroborates compliance with the organisation's policies, board and committee charters as well as the requirements and codes of corporate governance. This governance framework enables the board to strategically discharge its oversight duties, provide direction, make informed decisions, and ensure the organisation complies with regulatory requirements.

BOARD COMPOSITION

MTN Nigeria aspires to achieve a balanced mix of skills, gender, and knowledge on its Board by appointing and retaining competent, experienced, trustworthy, and reliable Directors who have the capacity and ability to lead the Company towards achieving its strategic objectives. It is important that the organisation is led by capable, effective and reliable individuals. The Nomination and Governance Committee ensures that the Board has a vast representation of individuals from different fields of business and backgrounds. Collectively, they bring a well of knowledge, expertise and diversity, which helps the Company realise organisational objectives and goals.

As at 31 December 2024, the Board had 14 members comprising 12 Non-Executive Directors (including 3 Independent Non-Executive Directors) and 2 Executive Directors. Three (3) of the Board members are female. Effective 2 January 2025, three (3) directors were appointed to the Board. The current composition of 17 Board Members is made up of 15 Non-Executive Directors (including Independent Non-Executive Directors) and 2 Executive Directors.

The Chairman

The Chairman of the Board provides leadership and is responsible for the overall operation and governance of the Board. He manages the business of the Board and sets its agenda in consultation with the Group Managing Director/ Chief Executive Officer and the Company Secretary, with contributions from other Board members. The Chairman also ensures that the Board's decisions strike the right balance between operational performance and strategic matters. In so doing, the Chairman ensures that Board meetings are properly conducted and that the Board is effective and functions cohesively.

The Chairman plays a leading role in ensuring that the Board and its committees are composed of the relevant skills, competencies, and desired experience. He facilitates and encourages the active engagement of Directors by drawing on their skills, knowledge, and expertise. The Chairman does not serve as Chairman or member of any Board Committee.

The Chairman and Chief Executive Officer positions are separate and held by different individuals.

Non-Executive Directors

The Non-Executive Directors bring their knowledge and expertise to bear on strategy and performance issues on the Board. To enable them to contribute effectively and meaningfully, they are provided with comprehensive and relevant information in a timely manner. Non-Executive Directors are not involved in the day-to-day management of the Company but have access to the Company Secretary, the Internal Auditor, and other senior Management staff.

Independent Non-Executive Directors

Independent Non-Executive Directors provide objective and independent advice and guidance to the Board on various issues. They ensure that the interests of all stakeholders, including those of minority shareholders, are well considered in decisions taken by the Board. They also serve as a sounding board for the business on various strategic matters.

The Companies and Allied Matters Act (CAMA) 2020 as amended provides that "(1) A public company shall have at least one-third of the total number of its directors as independent directors."

The Group Managing Director/Chief Executive Officer

The Group Managing Director/Chief Executive Officer (GMD/ CEO) is responsible for strategy execution and the day-to-day management of MTN Nigeria Group, supported by the Executive Leadership Team. The GMD/CEO is responsible for providing the Board with complete, accurate, and timely information and documentation to enable sound decisions.

Executive Directors

The Chief Financial Officer, who is an Executive Director, works with the GMD/CEO to manage the day-to-day affairs of the Group. He has extensive knowledge of operations and supports the achievement of the Company's overall business objectives.

The Company Secretary

The Company Secretary ensures the integrity of the governance framework and is responsible for the efficient administration of the Company, ensuring compliance with statutory and regulatory requirements and implementing the decisions made by the Board of Directors.

The Office of the Company Secretary provides support, governance advice, and detailed guidance to the Directors concerning their duties, responsibilities, and powers. The Office also ensures compliance with procedures, regulations, and recommended practices necessary for the conduct of the affairs of the Board. The Company Secretariat provides secretarial support to the Board, its Committees, the Statutory Audit Committee, the Executive Management Committee, the Governance Steering Committee, and the Sourcing Committees.

The Company Secretary is responsible for coordinating the induction and training of new Directors and the continuous education of Non-Executive Directors, supporting the director selection process and assisting the Chairman and GMD/CEO in formulating an annual Board Plan. The Company Secretary is also responsible for the administration of other strategic issues at the Board level, organising Board meetings and ensuring that the minutes of Board meetings clearly and adequately capture Board discussions and decisions.

Members of the Board as at 31 December 2024

S/N	Name of Director	Designation	Effective date of appointment	Cumulative period in office as at 31 December 2024	Nationality	Gender	Age as at 31 December 2024
1.	Dr. Ernest Ndukwe, OFR	Chairman	1 June 2018	6 years and 7 months	Nigerian	Male	76
2.	Dr. Karl Olutokun Toriola	Group Managing Director/Chief Executive Officer	14 January 2016	8 years and 11 months	Nigerian	Male	53
3.	Mr. Modupe Kadri	Executive Director/Chief Financial Officer	2 March 2020	4 years and 10 months	Nigerian	Male	56
4.	Mr. Ferdinand Moolman	Non-Executive Director	1 July 2014	10 years and 6 months	South African	Male	61
5.	Mr. Muhammad K. Ahmad, OON	Independent Non-Executive Director	2 September 2019	5 years and 4 months	Nigerian	Male	70
6.	Mr. Michael Ajukwu	Independent Non-Executive Director	2 September 2019	5 years and 4 months	Nigerian	Male	68
7.	Mr. Andrew Alli	Non-Executive Director	March 2004 – July 2006 2 September 2019*	2 years 5 months 5 years and 4 months	Nigerian	Male	57
8.	Dr. Omobola Johnson	Non-Executive Director	2 September 2019	5 years and 4 months	Nigerian	Female	61
9.	Mrs. Ifueko M. Omoigui Okauru, MFR	Non-Executive Director	2 September 2019	5 years and 4 months	Nigerian	Female	62
10.	Mr. Abubakar B. Mahmoud SAN, OON	Non-Executive Director	2 September 2019	5 years and 4 months	Nigerian	Male	67
11.	Mr. Rhidwaan Gasant**	Independent Non-Executive Director	1 April 2015	9 years	South African	Male	62
12.	Mr. Ralph Mupita	Non-Executive Director	13 April 2017	6 years and 9 months	South African	Male	52
13.	Mr. Jens Schulte-Bockum	Non-Executive Director	13 April 2017	6 years and 9 months	German	Male	57
14.	Ms. Tsholofelo Molefe	Non-Executive Director	3 May 2021	2 years and 8 months	South African	Female	56
15.	Mr. Mazen Mroue	Non-Executive Director	1 June 2022	1 year and 7 months	Lebanese	Male	52

*Reappointed
**Retired May 31, 2024

Meetings of the Board of Directors

During the period under review, the Board met fifteen (15) times. The record of attendance at Board meetings in the year ended 31 December 2024 is provided below:

		BOARD MEETING															
		Date of Meeting															
Name	Status	17-Jan-2024	30-Jan-2024	19-Feb-2024	21-Feb-2024	23-Feb-2024	28-Feb-2024	20-Mar-2024	08-Apr-2024	29-Apr-2024	14-May-2024	29-Jul-2024	29-Aug-2024	24-Oct-2024	30-Oct-2024	9-Dec-2024	Total
Dr. Ernest Ndukwe, OFR	Chairman	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
Mr. Ralph Mupita	Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
Mr. Rhidwaan Gasant*	Independent Non-Executive	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A	N/A	N/A	N/A	N/A	9
Dr. Karl Olutokun Toriola	Managing Director/ Chief Executive Officer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
Mr. Ferdinand Moolman	Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	×	✓	✓	✓	✓	✓	14
Mr. Muhammad K. Ahmad, OON	Independent Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
Mr. Abubakar B. Mahmoud SAN, OON	Non-Executive Director	✓	✓	✓	×	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	14
Mrs. Ifueko M Omoigui Okauru, MFR	Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	×	✓	✓	✓	✓	✓	14
Dr. Omobola Johnson	Non-Executive Director	✓	✓	×	×	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	13
Mr. Jens Schulte-Bockum	Non-Executive Director	✓	✓	✓	✓	×	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	14
Mr. Andrew Alli, MFR	Non-Executive Director	✓	✓	✓	✓	×	×	✓	✓	✓	✓	✓	✓	✓	✓	✓	13
Mr. Michael Ajukwu	Independent Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
Mr. Modupe Kadri	Executive Director/ Chief Financial Officer	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
Ms. Tsholofe Molefe	Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15
Mr. Mazen Mroue	Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	15

*Retired May 31, 2024

The Board receives regular reports from its committees and deliberates on their recommendations. Highlights of key matters deliberated upon by the Board during the reporting period include:

a. Approval of the audited Financial Statements for the year ended 31 December 2023.
b. Approval of unaudited Consolidated Financial Statements for 31 March 2024, 30 June 2024 and 30 September 2024
c. Regular Operational reports from the Chief Executive Officer and Chief Operating Officer.
d. 2025 Budget/Business Plan
e. IHS TowerCo Contracts
f. Decision-Making Framework
g. Sustainability Roadmap
h. Spectrum acquisition
i. MoMo Payment Service Bank (PSB) Buyout
j. Tax Policy, Tax Strategy and Risk Management
k. Head Office Project
l. Approval of employee-related benefits.

Approval of various policies recommended by its committees, including but not limited to the following:

a. Related Party Transaction Policy
b. Directors' Indemnity
c. Revised Compliance Policy
d. Revised Enterprise Risk Management Policy
e. Revised Risk Escalation and Acceptance Policy

f. Revised SIM Registration and Subscription Policy
g. Electro Magnetic Field Policy
h. Revised Risk Management and Compliance Committee Charter
i. Recommendation of the Manual Journals Signing Matrix
j. Recommendation of the Treasury-Related Transaction and Manual Journal Centralisation
xiv. Retirement of fully depreciated assets being not in use and retirement based on policy years.
xv. Regular macroeconomic updates.
xvi. Updates on Related Party Transactions.
xvii. Resolutions recommended to shareholders at the Extraordinary and Annual General Meetings held on 30 April and 16 May 2024.

Director Appointment Process

The Board ensures that suitable candidates are identified based on the needs of the Company and that appointment decisions consider the diversity in experience, knowledge, skills, and gender. The Board has put in place a robust Board Appointment and Succession Policy that ensures the following:

- A built-in balance of continuity and turnover.
- Regular infusion of fresh ideas and new perspectives to the Board.
- Composition of qualified individuals with appropriate skills and competencies.
- Improved Board performance and effectiveness.
- Defined skills and competencies profile that reflect the needs of the Board.
- Prevention of threats to Directors' independence.
- A broad framework for assessing prospective and existing Board members.
- Compliance with regulatory provisions

The Nomination and Governance Committee is responsible for leading the process of identifying, screening, and recommending candidates for appointment to the Board. In addition, an external consultant is engaged to assist in identifying appropriate candidates who embody the highest standards of personal and professional integrity and ethics for nomination consideration.

Key Board Skills, Expertise and Competencies

The Board comprises qualified members who bring in the required skills, competence and expertise to contribute effectively to deliberations at Board and Committee meetings. The matrix below summarises a mix of skills, expertise and competencies possessed by individual directors, which contribute to corporate governance and Board effectiveness.

Directors	Board Service and Governance	Financial Expertise	Engineering and Technology	Global Exposure	Legal/ Regulatory	Risk Management	Industry Knowledge
Dr. Ernest Ndukwe, OFR	✓	✓	✓	✓	✓	✓	✓
Dr. Karl Olutokun Toriola	✓		✓	✓	✓	✓	✓
Mr. Ralph Mupita	✓	✓	✓	✓		✓	✓
Mr. Rhidwaan Gasant*	✓	✓		✓		✓	✓
Mr. Ferdinand Moolman	✓	✓		✓		✓	✓
Mr. Muhammad K. Ahmad, OON	✓	✓		✓	✓	✓	✓
Mr. Abubakar B. Mahmoud SAN OON	✓			✓	✓	✓	✓
Mrs. Ifueko M Omoigui Okauru, MFR	✓	✓		✓	✓	✓	✓
Dr. Omobola Johnson	✓		✓	✓	✓	✓	✓
Mr. Jens Schulte-Bockum	✓	✓	✓	✓		✓	✓
Mr. Andrew Alli	✓	✓	✓	✓		✓	✓
Mr. Michael Ajukwu	✓	✓		✓		✓	✓
Mr. Modupe Kadri	✓	✓		✓		✓	✓
Ms. Tsholofelo Molefe	✓	✓		✓		✓	✓
Mr. Mazen Mroue	✓		✓	✓		✓	✓
Mrs. Eyitope Kola-Oyeneyin		✓	✓	✓		✓	✓
Mr. Udemezuo Nwuneli	✓	✓		✓		✓	✓
Mr. Timothy Peninnington	✓	✓		✓		✓	✓

Retirement by rotation

In accordance with the provisions of the Companies and Allied Matters Act (CAMA) 2020, the Directors retiring by rotation are:

(1) Mr. Andrew Alli
(2) Mr. Michael Ajukwu
(3) Dr. Omobola Johnson
(4) Mr. Abubakar B. Mahmoud SAN, OON
(5) Mr. Ferdinand Moolman

Being eligible, Messrs Alli, Ajukwu, Mahmoud, Moolman and Dr. Johnson have offered themselves for re-election. Their profiles and a record of their attendance at Board and Committee meetings are provided in this report. Their respective board evaluation outcomes were satisfactory.

Directors' Remuneration

MTN Nigeria is committed to ensuring that fees payable to Non-Executive Directors (NEDs) reflect their roles and responsibilities and are subject to all applicable laws, Regulations and codes of corporate governance in Nigeria.

The fees paid to the Chairman and other non-executive directors are reviewed against fees paid to the non-executive directors of a comparable group of listed companies. Total remuneration for the Board Chairman is benchmarked against the market 80th percentile and 75th percentile for other Non-Executive Directors.

The skills, experience, and capabilities of the non-executive directors are also considered.

Executive Directors and Non-Executive Directors nominated for appointment by MTN Group receive no fees or other remuneration for their services as Directors.

Board Induction and Development

Upon appointment to the Board, all Directors receive an induction tailored to support a seamless onboarding experience. The induction, which is arranged by the Company Secretary, may include meetings with senior management staff and key external advisors to assist Directors in acquiring a detailed understanding of the Company's operations, strategic plan, business environment, stakeholder ecosystem, and priority areas. The induction provides an opportunity to introduce Directors to their fiduciary duties and responsibilities as well as committee roles.

The Company attaches great importance to the continuous development of its Directors to enhance their performance and effectiveness. During the year under review, members of the Board attended the development programmes detailed in the table below:

Development Programme	Date	Organiser	Participants
Climate Risk Management for Business Leaders	29-30 January 2024	NYU Stern School of Business	Mr. A. B. Mahmoud
Corporate Governance Program: Developing Exceptional Board Leaders	14-17 May 2024 10-13 September 2024	Columbia Business School	Mrs. Ifueko M. Omoigui Okauru Mr. Micheal Ajukwu
Value Creation through effective Boards programme	27-30 May 2024	Harvard Business School) and IESE Business School (IESEBS)	Dr. Omobola Johnson
Cybersecurity, digital transformation, governance and Business Continuity Management	30 May 2024	MTN South Africa	Mr. Jens Schulte-Bockum
Stanford Executive Programme	June 21 to 3 August 2024	Graduate School of Stanford Business	Dr. Karl Olutokun Toriola
Directors' Consortium; Public Company Board Members	June 21 to 14 October 2024		
Visits to Huawei, Alipay Headquarters, Transsion and BYD	27 August and 30 August 2024	MTN Nigeria	All Directors
IFRS 5-day comprehensive workshop	16-20 September 2024	VantagePoint Training	Mr. Modupe Kadri
ESG Certification Program	October 30 to November 1, 2024	INSEAD Business School	Dr. Ernest Ndukwe, OFR Mrs. Ifueko Omoigui Okauru, MFR Mr. Andrew Alli Mr. Michael Ajukwu Dr. Omobola Johnson Mr. Modupe Kadri Dr. Karl Olutokun Toriola Mr. M. K. Ahmad Mr. A.B. Mahmoud, SAN OON Mr. Mazen Mroue Mr. Jens Schulte-Bockum
Artificial Intelligence (AI) Masterclass	12 November 2024	MTN Nigeria and Dell Technologies	Dr. Ernest Ndukwe, OFR Mrs. Ifueko Omoigui Okauru, MFR Mr. Andrew Alli Mr. Michael Ajukwu Dr. Omobola Johnson Mr. Modupe Kadri Dr. Karl Olutokun Toriola Mr. A.B. Mahmoud, SAN OON Mr. Mazen Mroue Mr. Jens Schulte-Bockum

Directors also have access to MTN ULearn, an e-learning platform with over 40,000 courses.

Board Committees

The Board carries out its oversight responsibilities through its committees, with clearly defined terms of reference, setting out their roles, responsibilities, functions, and scope of authority. The Board has seven (7) substantive Committees, namely:

i. Board Audit
ii. Risk Management and Compliance
iii. Remuneration and Human Resources
iv. Nomination and Governance
v. Social, Ethics and Sustainability
vi. Finance and Investment
vii. Digital and Innovation.

Committees make recommendations to the Board, which has the ultimate responsibility for decision-making. In some instances, the Board delegates approval mandates to its committees. Regular and timely reports on the deliberations of Committees are submitted to the Board to enable them to make informed decisions in carrying out their roles and responsibilities.

A summary of the roles, responsibilities, composition, highlights of deliberations, and frequency of meetings of each of the Committees are set out in the following sections.

Mr. Muhammad K. Ahmad

Acting Chairman, Board Audit Committee

Board Audit Committee

The Board Audit Committee is mandated to assist the Board in discharging its duties relating to the safeguarding of assets, the operation of adequate financial systems, and control processes. The Committee also ensures that financial statements and related financial reporting are prepared in compliance with all applicable statutory requirements and accounting standards.

Duties and responsibilities

The duties and responsibilities of the Board Audit Committee include the following:

- Exercise oversight over Management's processes to ascertain the integrity of the Company's financial statements, ensure compliance with all applicable legal and other regulatory requirements, and assess the qualifications and independence of the external auditors and the performance of the Company's internal audit function as well as that of the external auditors;
- Ensure the establishment and exercise of oversight in the internal audit function, assuring the effectiveness of the internal controls. Obtain and review quarterly reports by the internal auditor describing the strength and quality of internal controls, including identification of any issues or recommendations for improvement raised by the most recent internal audit review of the Company;
- Ensure the development of a comprehensive internal control framework for the Company, obtain appropriate (internal and/or external) assurance, and report annually in the Company's audited financial report on the design and operating effectiveness of the Company's internal controls over the financial reporting systems;
- Oversee the process for the identification of fraud risks across the Company and ensure that adequate prevention, detection, and reporting mechanisms are in place;
- Discuss the interim and annual audited financial statements as well as significant financial reporting findings and recommendations with management and external auditors before recommending the same to the Board for their consideration and appropriate action;
- Maintain oversight of financial and non-financial reporting;
- Review and ensure that adequate whistle-blowing policies and procedures are in place and that the issues reported through the whistle-blowing mechanism are summarised and presented to the Board;
- Review with the external auditors any audit scope limitations or significant matters encountered and management's responses to same;
- Develop a policy on the nature, extent, and terms under which the external auditors may perform non-audit services;
- Review the independence of the external auditors before their appointment to perform non-audit services to ensure that where the external auditors provide approved non-audit services, there is no real or perceived conflict of interest or other legal or ethical impediments;
- Preserve auditor independence by setting clear hiring policies for employees or former employees of external auditors;
- Ensure the development of a Related Party Transactions policy and monitor its implementation by Management.

Composition and meeting attendance

The Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Risk and Compliance Officer, and the General Manager, Internal Audit and Forensic Services attend meetings of the Committee. The Chief Financial Officer and the General Manager, Internal Audit and Forensic Services present quarterly reports to the Board Audit Committee. At least once a year, the Committee has a closed session with the General Manager, Internal Audit and Forensic Services, as well as with the External Auditors. The Committee met nine (9) times during the year ended 31 December 2024.

The members of the Committee and the record of their attendance at meetings during the year under review are reflected in the table below:

Name	Status	Date of Meeting									
		8-Jan-2024	11-Jan-2024	26-Jan-2024	21-Feb-2024	27-Feb-2024	22-Apr-2024	25 July 2024	14-Oct-2024	25-Oct-2024	Total
Mr. Muhammad K. Ahmad, OON	Ag. Chairman from 1 June 2024	✓	✓	✓	×	✓	✓	✓	✓	✓	8
Mr. Rhidwaan Gasant*	Chairman until 31 May 2025	✓	✓	✓	✓	✓	✓	N/A	N/A	N/A	6
Mrs. Ifueko M Omoigui Okauru, MFR	Member	✓	×	✓	✓	✓	✓	✓	✓	✓	8
Ms. Tsholofe Molefe	Member	✓	✓	✓	✓	✓	×	✓	✓	✓	8
Mr. Ferdinand Moolman	Non- Executive Director	✓	✓	✓	✓	✓	✓	✓	×	✓	8

*Retired May 31, 2024

Committee activities in 2024

Highlights of the Committee's deliberations during the year ended 31 December 2024 are provided below:

i. Review of Audited Consolidated Financial Statements for the year ended 31 December 2023.
ii. Closing Report for the year ended 31 December 2023
iii. Review of Unaudited Consolidated Financial Statements for 31 March 2024, 30 June 2024 and 30 September 2024.
iv. Review of the External Audit Plan for the year ended 31 December 2024.
v. Review of External Audit Report
vi. Review of the quarterly Internal Audit and Forensic Services Reports.
vii. Recommendation of the quarterly earnings release.
viii. Approval of the revised Internal Audit and Forensic Services Charter.
ix. Approval of the revised 2024 Internal Audit Plan.
x. Recommendation of the revised Policy on Provision of Non-Audit Services by External Auditor(s).
xi. Recommendation of the revision of Asset Useful Life.
xii. Recommendation of the 2024 Audit Fee.
xiii. Financial Year 2023 External Audit Cost Overrun
xiv. Recommendation of Related Party Transaction Policy
xv. Recommendation of the Manual Journals Signing Matrix
xvi. Recommendation of the Treasury-related Transaction and Manual Journal Centralisation
xvii. Quarterly Key Accounting Issues
xviii. Review of Skills and Experience (Finance function)
xix. Recommendation of the accounting treatment of tower leases/right of use liabilities (IFRS 16/IAS 21).
xx. 2024 Rebased Business Plan
xxi. Internal Audit External Quality Assessment Report
xxii. Tax Appeal Tribunal (FIRS and MTN Nigeria) – Status Update
xxiii. Closed sessions with the GM, Internal Audit and Forensic Services.
xxiv. Review of Chief Financial Officer's Report, which covers matters such as:
    a. Retirement of fully depreciated assets
    b. Significant Litigations
    c. Related Party Transactions
    d. Tax matters
    e. Funding updates
    f. Working capital report
    g. Update on non-audit work performed by the Big Four firms.

Mr. Muhammad K. Ahmad
Acting Chairman, Board Audit Committee

Dr. Omobola Johnson

Chairman, Risk Management and Compliance Committee

Risk Management and Compliance Committee

The Committee assists the Board in fulfilling its oversight responsibility for the Company's risk management, compliance, and information security/ privacy programmes.

Duties and responsibilities

The duties and responsibilities of the Board Risk Management and Compliance Committee include the following:

- Ensure the Company has a clearly defined risk management strategy with appropriate supporting processes and structures.
- Review and assess the integrity of the risk control systems and ensure that their policies and strategies are effectively implemented and managed.
- Review significant compliance risk areas and the steps Management has taken to monitor, control, and report such exposures.
- Report compliance issues that may have significant financial implications to the Board and otherwise assist the Board in discharging such obligations related to such compliance issues.
- Review compliance-related policies and procedures.

Composition and meeting attendance

The Chief Executive Officer, Chief Operating Officer, Chief Risk and Compliance Officer, Chief Corporate Services and Sustainability Officer and General Manager, Internal Audit and Forensic Services attend meetings of the Committee. The Chief Risk and Compliance Officer, and Sustainability Officer present regular reports to the Committee. The Committee met four (4) times during the year ended 31 December 2024.

The members and their records of attendance at meetings during the year under review are reflected in the table below:

Name	Status	Date of Meeting				
		23-Jan-2024	28-Mar-2024	19-Jul-2024	3-Oct-2024	Total
Dr. Omobola Johnson	Chairman	✓	✓	✓	✓	4
Mr. Rhidwaan Gasant*	Member	✓	✓	N/A	N/A	2
Mr. Abubakar Mahmoud, SAN	Member	✓	✓		✓	3
Mr. Michael Ajukwu	Member	✓	✓	✓	✓	4
Mr. Andrew Alli	Member	✓	✓	✓	✓	4
Ms. Tsholofelo Molefe	Member	✓	✓	✓	✓	4
Mr. Ferdinand Moolman	Member	×	✓	✓	✓	3

*Retired 31 May 2024

Committee Activities in 2024

The Committee deliberated on the following matters during the year ended 31 December 2024:

i. Compliance with statutory and regulatory guidelines.
ii. Review of risks on the Company's Risk Register.
iii. Review of the Company's Intellectual Property Register.
iv. Approval of the Risk and Compliance Plan.
v. IHS Availability Risk Report.
vi. Update on the implementation of Oracle Fusion Enterprise Resource Planning (ERP) software.
vii. Legal Opinion on Ericsson's Culpability for the Momo PSB Glitch.
viii. Hyperscaler Project Performance.
ix. Update on the new Data Centre.
x. Quarterly updates on Significant Litigation.
xi. Status report on Regulatory Matters and Government Relations.
xii. Status report on Litigation Audit.
xiii. Status report on the amicable resolution of cases.
xiv. Review of the Company's insurance placement and other insurance—related matters.
xv. Recommendation of the following policies to the Board for approval:
   a. Directors' Indemnity
   b. Revised Compliance Policy
   c. Revised Enterprise Risk Management Policy
   d. Revised Risk Escalation and Acceptance Policy
   e. Revised SIM Registration and Subscription Policy
   f. Electro Magnetic Field Policy
   g. Revised Risk Management and Compliance Committee Charter
xvi. Quarterly reports on Information Security.
xvii. Status reports on IT thematic issues
xviii. Quarterly reports on the development of the new data centre project.

Dr. Omobola Johnson
Chairman, Risk Management and Compliance Committee

Mr. Muhammad K. Ahmad

Chairman, Renumeration and Human Resources Committee

Remuneration and Human Resources Committee

The Committee assists the Board in fulfilling its oversight responsibility for the Company's human resource management and remuneration matters.

Duties and Responsibilities

The duties and responsibilities of the Remuneration and Human Resources Committee in 2024 included:

- Development of a formal, clear, transparent framework for the Company's remuneration and human resources policies and procedures with regular reviews.
- Ensure alignment of the remuneration and human resources strategies and policies with the Company's business strategy and the desired culture.
- Make recommendations to the Board on the remuneration of directors and compensation payable to key senior management employees.
- Set employment equity targets for the Company.
- Promotion of equality.

Composition and Meeting Attendance

The Chief Human Resources Officer attends the Committee meetings and presents regular reports to the Committee.

The Committee met five (5) times during the year ended 31 December 2024. Membership and record of attendance at Committee meetings during the period under review are reflected in the table below:

Name	Status	Date of Meeting					
		17-Jan-2024	22-Mar-2024	22-Apr-2024	02-Jul-2024	04-Oct-2024	Total
Mr. Muhammad K. Ahmad	Chairman	✓	✓	✓	✓	✓	5
Mr. Andrew Alli	Member	✓	✓	✓	✓	✓	5
Mrs. Ifueko M. Omoigui Okauru	Member	✓	✓	✓	✓	✓	5
Mr. Jens Schulte-Bockum	Member	✓	✓	✓	✓	✓	5
Mr. Ralph Mupita	Member	✓	✓	✓	✓	✓	5

Committee Activities in 2024

The Committee deliberated on the following matters during the year ended 31st December 2024:

1. 2024 Salary Increase Proposal.
2. 2023 Performance Bonus Pay-out.
3. 2023 Performance Bonus Agreement.
4. Cost of Living Adjustment for staff.
5. MTN Nigeria Employee Share Ownership Plan – December 2023 and June 2024 Allocations.
6. MTN Nigeria Performance Share Plan – December 2023 Allocations.
7. Revised MTN Nigeria Diversity, Equity and Inclusion Policy.
8. Non-Executive Directors' Remuneration.
9. Indexation of Non-Executive Directors' Remuneration.
10. 2019 Notional Shares Options (NSO).
11. Diversity and Inclusion Update.
12. Workplace Harassment Update.
13. Update on Labour Union Matters.
14. Culture Report.
15. Human Capital Management and Workforce Efficiency Reports, which cover matters such as:
    a. Headcount Management.
    b. HR-related activities organised.
    c. Employee Development.
    d. Succession and Talent Development.
    e. Learning and Development.
    f. Group Culture Audit Survey/Sentimeter 2025 Annual Plan

Mr. Muhammad K. Ahmad, OON
Chairman, Remuneration and Human Resources Committee

Mr. Michael Ajukwu

Chairman, Nomination and Governance Committee

Nomination and Governance Committee

The Board, through the Nomination and Governance Committee, identifies, reviews, and recommends candidates for potential appointment as Directors. The Committee ensures that candidates possess the relevant skills, knowledge, experience, and qualifications to steer the Company forward.

Duties and Responsibilities

The duties and responsibilities of the Nomination and Governance Committee include:

- Reviewing the Board structure, size, and composition at least annually and making recommendations for any proposed changes to the Board.
- Establishing the Board and Board committee membership criteria, reviewing prospective candidates' qualifications and any potential conflict of interest.
- Assessing the contribution of current Directors against their suitability for re-nomination and making appropriate recommendations to the Board.
- Ensuring that the appointment of Director(s) is formalised by way of a letter or legal document disclosing the terms and conditions of the appointment and setting out the responsibilities of such Director.
- Ensuring the annual declaration of independence by independent non-executive directors and undertaking the annual assessment of the independent status of such independent non-executive directors.
- Ensuring that the Company has a succession policy and plan for the Chairman of the Board, the Chief Executive Officer of the Company, and other Directors.

Composition and meeting attendance

The Chief Executive Officer and the Company Secretary attend the meetings of the Committee and present reports to the Committee.

The Committee met eleven (11) times during the year ended 31 December 2024. The membership and record of attendance at meetings of the Committee are provided in the table below:

Name	Status	Date of Meeting												
		17-Jan-2024	12-Apr-2024	17-Apr-2024	12-Jul-2024	22-Jul-2024	08-Aug-2024	04-Oct-2024	23-Oct-2024	28-Oct-2024	08-Nov-2024	27-Nov-2024	29-Aug-2024	Total
Mr. Michael Ajukwu	Independent Non-Executive	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11
Mr. Abubakar B. Mahmoud, SAN, OON	Non-Executive Director	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11
Dr. Omobola Johnson	Non-Executive Director	✗	✓	✓	✓	✓	✓	✓	✓	✗	✗	✓	✓	8
Mr. Ralph Mupita	Non-Executive Director	✓	✗	✓	✗	✓	✓	✓	✓	✓	✓	✗	✓	8

Committee activities in 2024

The Committee deliberated/acted on the following matters during the year ended 31 December 2024:

i. Made recommendations to the Board for the nomination and appointment of three additional directors after the Director sourcing process had been completed.
ii. The appointment of the consultant for the Corporate Governance and Board Performance Evaluation for 2024.
iii. Reviewed the Corporate Governance and Board Performance Evaluation Assessment for 2023 and presented the same to the Board.
iv. 2024 MTN Nigeria Board Development Plan.
v. Outcomes from the 2023 Board Strategy Retreat Session
vi. Reviewed and recommended the Directors retiring by rotation and their eligibility for re-election.
vii. Reviewed and recommended Management's Succession Plan to the Board for approval.
viii. Reviewed quarterly reports on the activities of the Company Secretariat.
ix. Reviewed the NCC's draft Corporate Governance Guidelines
x. Reviewed the implementation of recommendations from the Corporate Governance and Board Performance Evaluation.

Reviewed and recommended the following to the Board for approval:

1.1 Revised Board Appointment and Succession Policy
2.1 Amendments to the Memorandum and Articles of Association
3.1 Revised Shareholder Engagement and Complaint Management Policy
4.1 Revised Securities Trading Policy

Mr. Michael Ajukwu
Chairman, Nomination and Governance Committee

Mr. Abubakar B. Mahmoud, SAN, OON
Chairman, Social Ethics and Sustainability Committee

Social, Ethics and Sustainability Committee

The Committee assists the Board with to oversee the Company's efforts at sustainably creating shared value through responsible business practices considering economic, social, and environmental factors.

Duties and responsibilities

The duties and responsibilities of the Social, Ethics and Sustainability Committee include:

- Playing an oversight role regarding ethics-related matters
- Monitoring the Company's activities, having regard to any relevant legislation or prevailing codes of common practice, regarding matters relating to environmental, social, ethical, and economic development, including the Company's standing in terms of the goals and purposes of the environmental, social, and governance (ESG) requirement assessment.
- Approving stakeholder management strategy and policy that articulate and give effect to the Company's direction on stakeholder relationships.
- Monitoring the Company's record of sponsorship, donations, and social investments through the MTN Nigeria Foundation.
- Ensuring the entrenchment of sound sustainability practices.

Composition and meeting attendance

The Chief Executive Officer, Chief Corporate Services and Sustainability Officer, Chief Risk and Compliance Officer, and the Executive Director of the MTN Nigeria Foundation attend the meetings of the Committee and present reports to the Committee.

The Committee met four (4) times during the year ended 31 December 2024. The membership and record of attendance at meetings, are provided in the table below:

Name	Status	Date of Meeting				
		8-Jan-2024	22-Mar-2024	8-July-2024	7-Oct-2024	Total
Mr. Abubakar B. Mahmoud SAN OON	Chairman	✓	✓	✓	✓	4
Mr. Muhammad K Ahmad OON	Member	✓	✓	✓	✓	4
Mr. Rhidwaan Gasant*	Member	✓	✓	N/A	N/A	2
Dr. Omobola Johnson	Member	✓	×	×	✓	2
Mr. Modupe Kadri	Member	✓	✓	✓	✓	4
Mr. Mazen Mroue	Member	✓	✓	✓	✓	4

*Retired 31 May 2024

Committee activities in 2024

The Committee deliberated on the following matters during the year ended 31 December 2024:

i. Review and recommendation of the following Charter/ Policies:
   a. MTN Nigeria Political Contributions Policy
   b. Revised MTN Nigeria Conflicts of Interest Policy
   c. Revised MTN Nigeria Conduct Passport
   d. Local Content Policy
   e. Revised Stakeholder Management Policy
   f. Digital Rights Policy
   g. Revised Gift, Hospitality and Entertainment Policy
   h. Revised Anti-Bribery and Corruption Policy
ii. Quarterly Ethics Management Reports
iii. 2024 Ethics Management Plan
iv. Quarterly Sustainability Reports
v. MTN Nigeria 12-Month Reputation Management Strategy
vi. Update on Donations to the Federal Government
vii. Update on Project Zero
viii. Update on MTN Nigeria Foundation activities
ix. Public Relations Report
x. Update on Ethics related activities, including:
   a. Conflicts of Interest Declarations
   b. Reported misconducts.
   c. Quarterly Disciplinary hearing reports
   d. Company-wide ethics training
   e. Ethics awareness communication.
xi. 2025 Annual Plan

Mr. Abubakar B. Mahmoud, SAN, OON
Chairman, Social, Ethics and Sustainability Committee

Mr. Andrew Alli
Chairman, Finance and Investment Committee

Finance and Investment Committee

The Finance and Investment Committee was constituted to assess proposed investments, capital expenditures including mergers, acquisitions or such major transactions.

Duties and Responsibilities

The duties and responsibilities of the Finance and Investment Committee include:

- Ensuring that capital expenditure, investments, and disposals or acquisitions are in line with the Company's overall strategy and meet its established investment criteria.
- Reviewing the effectiveness of the treasury function and its compliance with approved policies and considering any proposed changes to the Treasury Policy for recommendation to the Board.
- Exercising oversight on specific matters relating to the listing or offering of MTN Nigeria shares on the NGX.
- Assessing additional expenditures not approved for the Company as part of the Capital Expenditure and Operating Expenditure business planning process and recommending the same to the Board for approval.
- Reviewing and exercising oversight on capital projects in line with the Company's strategic plan.
- Providing guidance relating to MTN Nigeria's fintech interests and platform business, including Fibre.

Composition and meeting attendance

The Chief Executive Officer, Chief Operating Officer and other Members of the Management Team (as may be invited) attend meetings of the Committee and present regular reports to the Committee.

The Committee met nine (9) times during the year ended 31 December 2024. The membership and record of attendance at meetings of the Committee are provided in the table below:

Name	Status	Date of Meeting									
		24-Jan-2024	21-Feb-2024	27-Feb-2024	18-Mar-2024	26-Apr-2024	01-Jul-2024	09-Oct-2024	24-Oct-2024	04-Dec-2024	Total
Mr. Andrew Alli	Chairman	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Dr. Karl Olutokun Toriola	Member	✓	✓	✓	✓	✓	×	✓	✓	✓	8
Mr. Michael Ajukwu	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Mr. Modupe Kadri	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	9
Ms. Tsholofelo Molefe	Member	✓	✓	✓	✓	×	✓	✓	✓	✓	8
Mr. Ralph Mupita	Member	✓	×	✓	✓	×	✓	×	✓	×	5
Mrs. Ifueko M. Omoigui Okauru MFR	Member	✓	×	✓	✓	✓	✓	✓	✓	✓	8

Committee activities in 2024

The matters the Committee deliberated on during the year ended 31 December 2024 include:

i. IHS contract renewal
ii. Obtaining waivers from creditors and managing creditor relationships
iii. Capital expenditure deferment
iv. Strategies to resolve MTN's negative equity position
v. The 2025 Business Plan
vi. Management of foreign exchange exposure
vii. Treasury strategy updates and impact of macroeconomic volatility on MTN Nigeria operations
viii. Review of the Company's capital structure, funding plan, liquidity, capital expenditure utilisation status and debt profile
ix. Review of non-budgeted capital and operational projects requiring Board approvals
x. Alternative sources of forex project
xi. Assessment and status of the Company's fintech investment
xii. Review of the Company's tender and bidding process
xiii. Review of the Company's share performance
xiv. Review of the Company's material contracts
xv. Status on the Company's capital project, such as the Head Office project and the Road Infrastructure Tax Credit (RITC) project
xvi. Insulating MTN from FX Volatility.

Mr. Andrew Alli
Chairman, Finance and Investment Committee

Dr. Omobola Johnson
Chairman, Digital and Innovation Committee

Digital and Innovation Committee

The Digital and Innovation Committee was constituted to assist the Board in its oversight of matters of innovation, information technology (IT) strategy and execution. This involves understanding key digital issues within the Company's business strategy, as well as existing and future trends in technology that may affect the Company's operations and strategic plans.

Duties and responsibilities

The duties and responsibilities of the Digital and Innovation Committee include:

- Reviewing and receiving reports from Management on the technology and innovation strategy of the Company and the integration of these strategies with the Company's overarching objectives.
- Reviewing the Company's technology and innovation strategies to ensure adequate value creation from new channels for digital products and services.
- Reviewing the execution of Digital, IT, and Innovation matters annually.
- Receiving regular reports from Management on the digital ecosystem and customers' responses and monitoring shifts in industry trends.
- Recommending investments in IT architecture and infrastructure to ensure the actualisation of the Company's digital, technology, and innovation strategy to the Board.
- Referring significant risks arising from digital, technology, and innovation projects for the consideration of the Risk Management and Compliance Committee.
- Reviewing, on an annual basis, the performance of the Digital, IT, Network and Innovation departments against the strategy.

Composition

The Chief Executive Officer, Chief Operating Officer, the Chief Information Officer, the Chief Digital Officer and the Chief Strategy and Innovation Officer attend meetings of the Committee and present regular reports to the Committee.

The Committee met four (4) times during the period under review. The membership and record of attendance at meetings of the Committee are provided in the table below:

Name	Status	Date of Meeting				
		11-Jan-2024	12-Mar -2024	26-Jul-2024	22-Oct-2024	Total
Dr. Omobola Johnson	Chairman	✓	✓	✓	✓	4
Dr. Karl Olutokun Toriola	Member	×	✓	×	✓	2
Mr. Andrew Alli	Member	×	✓	✓	✓	3
Mr. Jens Schulte-Bockum	Member	✓	✓	✓	✓	4
Mr. Mazen Mroue	Member	✓	✓	✓	✓	4

Committee activities in 2024

The matters the Committee deliberated on during the year ended 31 December 2024 include:

1. Digital Transformation Initiatives
2. Digital Maturity Assessment Initiatives
3. Information Technology Strategy and Initiatives
4. Digital Services Initiatives.

Dr. Omobola Johnson
Chairman, Digital and Innovation Committee

Ad hoc Committee on the Accounting Treatment of Base Transceiver Stations

In the course of the year under review and pursuant to the mandate of the Board, the an Ad-hoc Committee comprising members of the Board Audit and Finance and Investment Committees was constituted to deliberate on the Accounting Treatment of Base Transceiver Station (BTS) Lease Contracts and related matters.

Composition and meeting attendance

Twelve (12) meetings were held during the year ended 31 December 2024. The composition and record of attendance at meetings are provided in the table below:

Name	Status	Date of Meeting												
		24-Jan-2024	26-Jan-2024	30-Jan-2024	01-Feb-2024	02-Feb-2024	05-Feb-2024	08-Feb-2024	13-Feb-2024	16-Feb-2024	18-Feb-2024	20-Feb-2024	28-Aug-2024	Total
Mr. Rhidwaan Gasant*	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	N/A	11
Mrs. Ifeuko M Omoigui Okauru, MFR	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12
Mr. Muhammad K. Ahmad, OON	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12
Ms. Tsholofe Molefe	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12
Mr. Ferdinand Moolman	Member	✓	✓	×	×	×	×	✓	✓	✓	×	✓	✓	7
Mr. Andrew Alli	Member	✓	✓	✓	✓	×	✓	✓	✓	✓	✓	✓	✓	11
Dr. Karl Olutokun Toriola	Member	✓	✓	✓	✓	✓	✓	✓	×	✓	×	✓	✓	10
Mr. Michael Ajukwu	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12
Mr. Modupe Kadri	Member	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12
Mr. Ralph Mupita	Member	✓	✓	✓	✓	✓	×	✓	✓	✓	✓	✓	✓	11

*Retired May 31, 2024

BOARD ATTENDANCE RECORD 2024

The table below shows the frequency of meetings of the Board of Directors and Board Committees, as well as Directors' attendance for the year ended 31 December 2024

Type of Meeting	Board	Board Audit Committee	Risk Management Compliance Committee	Remuneration and Human Resources Committee	Nomination and Governance Committee	Social, Ethics and Sustainability Committee	Finance and Investment Committee	Digital and Innovation Committee
Date of meeting	17 Jan 2024	8 Jan 2024	23 Jan 2024	17 Jan 2024	17 Jan 2024	08 Jan 2024	24 Jan 2024	11 Jan 2024
	30 Jan 2024	11 Jan 2024	28 Mar 2024	22 Apr 2024	12 Apr 2024	22 Mar 2024	21 Feb 2024	12 Mar 2024
	19 Feb 2024	26 Jan 2024	19 Jul 2024	22 Mar 2024	17 Apr 2024	08 Jul 2024	27 Feb 2024	26 Jul 2024
	21 Feb 2024	21 Feb 2024	03 Oct 2024	02 Jul 2024	12 Jul 2024	07 Oct 2024	18 Mar 2024	22 Oct 2024
	23 Feb 2024	27 Feb 2024		04 Oct 2024	22 Jul 2024		26 Apr 2024	
	28 Feb 2024	22 Apr 2024			08 Aug 2024		01 Jul 2024	
	8 Apr 2024	14 Oct 2024			04 Oct 2024		09 Oct 2024	
	29 Apr 2024	25 Oct 2024			23 Oct 2024		24 Oct 2024	
	14 May 2024				28 Oct 2024		04 Dec 2024	
	29 July 2024				08 Nov 2024			
	29 Aug 2024				27 Nov 2024			
	24 Oct 2024							
	30 Oct 2024							
	9 Dec 2024							
Number of meetings held	15	9	4	4	11	4	9	4
Attendance by Directors								
Dr. Ernest Ndukwe, OFR	15	-	-			-	-	-
Mr. Michael Ajukwu	15	-	4	-	-	-	9	-
Mr. Andrew Alli	13	-	4	-	11	-	9	3
Mr. Muhammad K. Ahmad, OON	15	8	-	4	-	4	-	-
Mr. Rhidwaan Gasant*	9	6	2	4	-	2	-	-
Dr. Omobola Johnson	13	-	4	-	-	2	-	4
Mr. Modupe Kadri	15	-	-	-	8	4	9	-
Mr. Abubakar B. Mahmoud SAN, OON	14	-	3	-	-	4	-	-
Ms. Tsholofelo Molefe	15	8	4	-	11	-	8	-
Mr. Ralph Mupita	15	-	-	-	-	-	5	-
Mr. Mazen Mroue	15	-	-	4	8	4	-	4
Mrs. Ifueko M Omoigui Okauru, MFR	13	8	-	-	-	-	8	-
Mr. Ferdinand Moolman	14	8	3	4	-	-	-	-
Mr. Jens Schulte-Bockum	14	-	-	-	-	-	-	4
Dr. Karl Olutokun Toriola	15	-	-	3	-	-	8	2

*Retired May 31, 2024

Extraordinary General Meeting held on 30 April 2024

In line with the requirements of section 137 of the Companies and Allied Matters Act 2020 (as amended), the Extraordinary General Meeting (EGM) was convened on 30 April 2024 at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos. The EGM was convened to articulate the Company's plan to address the Group's negative net asset position, as reported in the audited financial statement for the period ending 31 December 2023.

The Outcomes from the EGM were published on the Issuers Portal of the Nigerian Exchange Limited on 3 May 2024.

Annual General Meeting held on 16 May 2024

The Annual General Meeting (AGM) to consider the Annual Report and the Financial Statements for the year ended 31 December 2023 was held on 16 May 2024 at the Balmoral Hall of the Federal Palace Hotel, Victoria Island, Lagos. The Company made provisions for virtual access and streaming services to ensure that shareholders, regulators, and directors who were unable to be physically present could participate in the Meeting. The Registrar also circulated the meeting link to shareholders who provided their email addresses. The link was also published on the Company's website.

A summary of the resolutions passed at the AGM is provided below:

i. The Audited Financial Statements for the year ended 31 December 2023, together with the reports of the Directors, Auditors, and Statutory Audit Committee as laid before Members at the AGM, were received and adopted.

ii. The following Directors were re-elected:
   - Mr. Ralph Mupita
   - Ms. Tsholofelo Molefe
   - Mr. Muhammad K. Ahmad
   - Mr. Jens Schulte-Bockum

iii. The Directors were authorised to fix the remuneration of the Auditors for the year ended 31 December 2024.

iv. The following shareholders were duly elected to the Statutory Audit Committee (SAC) of the Company:

i. Mr. Nornah Awoh
ii. Col. Ayegbeni Peters (Rtd.)
iii. Mrs. Josephine Ewitat

The Board representatives on the Committee are:

i. Mr. Muhammad Ahmad, OON
ii. Mrs. Ifueko M. Omoigui Okauru, MFR.

v. A general mandate was given to the Company to enter recurrent transactions with related parties for its day-to-day operations, including the procurement of goods and services, on normal commercial terms, in compliance with the NGX Rules Governing Transactions with Related Parties or Interested Persons.

vi. Directors' Annual fees for the financial year ending 31 December 2024, and for succeeding years until reviewed by the Annual General Meeting was increased to ₦54,120,000 (Fifty-Four million one hundred and twenty thousand Naira) for the Chairman, and ₦36,285,000 (Thirty-six million two hundred and eighty-five thousand Naira) for each of the other Non-Executive Directors respectively.

vii. A general mandate was 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.

viii. The following was passed as a special resolution of the Company:

   - The Memorandum and Articles of Association of the Company was amended by altering same to better reflect the provisions of the Companies and Allied Matters Act No 3 of 2020 (as amended), the Business Facilitation (Miscellaneous Provisions) Act, 2022, the Rules and Regulations of the Securities and Exchange Commission, the Securities and Exchange Commission Corporate Governance Guidelines and the Nigerian Exchange Limited requirements for Memorandum and Articles of Association for listed companies and to also accommodate amendments that may be made to these laws, rules and regulations.

Statutory Audit Committee

The Committee is established in line with the provisions of section 404 (2) of CAMA 2020 (as amended). The functions of the Committee as set out in section 404 (7) of CAMA 2020 (as amended) are to:

i. ascertain whether the accounting and reporting policies of the company are in accordance with legal requirements and agreed ethical practices;
ii. review the scope and planning of audit requirements;
iii. review the findings on management matters in conjunction with the external auditor and departmental responses thereon;
iv. keep under review the effectiveness of the company's system of accounting and internal control;
v. make recommendations to the Board with regard to the appointment, removal and remuneration of the external auditors of the company; and
vi. authorise the internal auditor to carry out investigations into any activities of the company which may be of interest or concern to the committee.

The Company's annual and interim financial statements are reviewed by the Committee, particularly the effectiveness of the Company's disclosure controls and systems of internal control as well as areas of judgment involved in the compilation of the Company's results. In addition, the Committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence and objectivity of the external auditors. The Committee reviews and ensures that adequate whistle-blowing procedures are in place and that a summary of issues reported is highlighted to the Committee. It also reviews the independence of the external auditors and ensures that there is no conflict of interest where the external auditors provide non-audit services.

The Committee has access to the internal and external auditors to seek explanations and additional information.

Members of the Statutory Audit Committee are regularly briefed on developments impacting the Company's operations. They are provided with appropriate training as deemed necessary to enable them perform their oversight functions effectively. On October 28, 2024, members of the Statutory Audit Committee attended a Training on IAFS Concepts. Thus, the Company utilises various platforms to acquaint the shareholder representatives of the Statutory Audit Committee with its operations. The report of the Statutory Audit Committee is on page 136 of this report. The membership and record of attendance at meetings of the

Committee are provided in the following table:

Name	Status	Date of Meeting					
		29-Jan-2024	28-Feb-2024	23-Apr-2024	25-July-2024	25-Oct-2025	Total
Mr. Nornah Awoh	Shareholders' Representative (Chairman)	✓	✓	✓	✓	✓	5
Colonel Ayegbeni Peters Rtd.	Shareholders' Representative	✓	✓	✓	×	✓	4
Mrs. Josephine Ewitat	Shareholders' Representative	✓	✓	✓	✓	✓	5
Mrs. Ifueko M. Omoigui Okauru MFR	Director	✓	✓	✓	✓	✓	5
Mr. Muhammad K. Ahmad	Independent Non-Executive Director	N/A	N/A	N/A	✓	×	1
Mr. Rhidwaan Gasant*	Director	✓	✓	✓	N/A	N/A	3

*Retired May 31, 2024

Management Committees

Executive Committee (ExCo)

The Committee, which is chaired by the CEO, has the following key responsibilities:

i. Implementing Board approved strategies and policies of the Company.
ii. Managing the business and affairs of the Company as delegated by the Board.
iii. Establishing the best management practices and functional standards.
iv. Monitoring the performance of all operating units of the Company.
v. Approving and monitoring delegation of authority of the Group functions and the operating units of the Company.
vi. Ensuring compliance with legislation and regulations applicable to the Company.
vii. Optimising the allocation of the Company's resources and assets.
viii. Identifying and exploring new business opportunities.
ix. Ensuring control, coordination, and monitoring of the Company's risk profile and controls (financial, operational, and information management).
x. Ensuring the development of internal policies and that controls are put in place to guarantee compliance therewith.
xi. Reviewing relevant and/or material submissions to Board/Board Committees, unless otherwise agreed by the CEO.

The Committee is further responsible for:

a. Prioritising the allocation of capital, technical, human, and other appropriate resources.
b. Examining/exploring major investments, divestments, and expenditure to be undertaken for Board approval.

The Committee met regularly during the period under review.

War Room Committee

At War Room Committee meetings, the Company's business performance is reviewed and tracked, operational issues are discussed and escalated, and solutions are proffered.

The War Room meeting is chaired by the Chief Operating Officer (COO) and attended by Senior Management from the Commercial, Technology, Regulatory, Risk, and Internal Audit functions.

The key responsibilities of the War Room Committee are to:

i. Track and review the Company's performance nationally and regionally including financial and non-financial metrics.
ii. Review and propose solutions to operational issues.
iii. Analyse customer feedback reports to address pain points and improve customer experience.
iv. Track each function's targets and initiatives to ensure alignment with company's overall objectives.

Governance Steering Committee

The Committee deliberates and makes decisions on the effective and efficient management of the performance of operational and strategic matters within the Company. Meetings of the Committee are held monthly.

The Committee's terms of reference are detailed below:

- Ensure the existence of good internal control systems within the Company.
- Oversee compliance with legal and regulatory requirements.
- Ensure ethical standards and that a strong risk management culture is maintained.
- Ensure efficient deployment and management of the Company's resources.

Sourcing Committees

The Sourcing Committees (Tiers 1-3) are set up to consider the award of tenders and ensure that the tender process is fair, honest, equitable, transparent, ethical, competitive, and cost-effective.

Tier 1 Sourcing Committee

The Committee evaluates projects presented during meetings and approves the recommendation. It reviews transactions with a threshold value equal to or exceeding US$9 million and not exceeding US$20million. Where further information is required to make an informed decision, the Committee requests further documentation and clarification from the Sourcing Unit or the user department of the project. The Chief Executive Officer chairs the Committee, and membership includes the Chief Financial Officer, the Group Executive Global Sourcing and Supply Chain, the Chief Operations Officer and the Chief Corporate Services and Sustainability Officer.

Tier 2 Sourcing Committee

Transactions with values above the equivalent of US$1.5 million but less than US$9 million are considered by the Tier 2 Sourcing Committee. The Chief Financial Officer chairs the

Committee, and membership includes the Chief Marketing Officer, Chief Sales and Distribution Officer, Chief Human Resources Officer, Chief Customer Relations and Experience Officer, and the Group Executive Global Sourcing and Supply Chain.

Tier 3 Sourcing Committee

The Tier 3 Sourcing Committee is mandated to consider and approve transactions with values above the equivalent of US$145,000, but less than US$1.5 million. It is chaired by the Chief Operations Officer. Membership includes the General Managers for Network Operations, Global Sourcing and Supply Chain, Financial Planning, and Information Technology Operations.

Capex Steering Committee

The Capital Expenditure (Capex) Steering Committee is established to provide complete supervisory oversight for all enterprise Capex including the evaluation, approval, monitoring, and status reporting. The Committee has approval powers over all major milestones and key deliverables of all capital projects or a set of projects constituting a programme. Its terms of reference are to:

i. Provide complete supervisory oversight for enterprise-wide Capex governance for optimal return on investment.
ii. Ensure that a viable business case exists by making sure that all business cases for projects are presented for approval.
iii. Ensure that the business case remains valid throughout the project through continuous reviews at meetings, where required.
iv. Ensure the provision of risk analysis and evaluation of all capital projects in the project documentation and post-implementation appraisals.
v. Review and approve motivations for budget reallocation or reprioritisation within the confines of the budget approval given by the MTN Nigeria Board.
vi. Ensure value for money spent from every investment (Return on investment) by providing an investment appraisal for all projects submitted for approval.

Product and Services Steering Committee

The Committee was established to strengthen collaboration amongst key stakeholders involved in the product and service development process and to simplify the development process. The Chief Operating Officer chairs the Committee, and membership comprises functional divisional Executives with some General Managers in attendance. The responsibilities of the Committee include:

i. Approving products and services to proceed across key stage gates.
ii. Approving the prioritisations of requests as presented by the coordinating Unit:
    a. Prioritisation at the executive level for each division.
    b. Prioritisation to optimise available capacity.
    c. Prioritisation to meet urgent demands.
iii. Ensuring the provision of regular risk analysis and evaluation of all product and service initiatives.
iv. Endorsing, advising, and supporting the Project Owner.
v. Confirming successful delivery and sign-off at the closure of the programme/project.
vi. Encouraging delivery of initiatives that provide a competitive advantage for the Company's products and services.
vii. Aligning applications with MTN Nigeria's strategic goals and tactical objectives.
viii. Adopting standard processes for developing, submitting, reviewing, prioritising delivery, and acting on Concept Capture Documents.
ix. Ensuring that the expected benefits are realised, targets met, and the product or service is accepted internally and externally.
x. Guiding the control and management of product and service initiatives.
xi. Achieving strategic direction for new product and service initiatives.

Fintech Steering Committee

The Fintech Steering Committee is responsible for reviewing the Company's (and its subsidiaries) Fintech strategy and co-ordinating the go-to-market activities. The Committee is chaired by the Chief Operating Officer, with Senior Management from all functional divisions as members. The key terms of reference are to:

i. Review the Fintech strategy of MTN Nigeria and its subsidiaries.
ii. Coordinate the various functional divisions in executing the fintech go-to-market activities.
iii. Manage the setup and launch of the various licensed and planned Fintech subsidiaries of MTN Nigeria.
iv. Review the Fintech commercial performance against agreed targets and timelines.

Customer Experience Steering Committee

The Committee sets policy directions on Customer Experience Transformation. It is also responsible for reviewing all cross-divisional initiatives to deliver the Best Customer Experience. Membership comprises heads of Commercial, Technical, Regulatory, Compliance, and Human Resources divisions. The Chief Operating Officer chairs the Committee. Other key responsibilities of the Committee include:

i. Developing strategic interventions to sustain MTN Nigeria's Net Promoter Score (NPS) leadership.
ii. Reviewing performance on all Customer Experience Key Performance Indices such as:
    a) Strategic NPS and Episodic NPS
    b) High Volume Journeys performance
    c) All customer experience interventions and projects across the business
    d) myMTN NG App and web performance
    e) Pro-customer positioning and communication
    f) Top customer complaints analysis and interventions
    g) Customer touchpoint performance
    h) Analysis and interventions on Closed Loop Feedback (CLF) back-office issues.
    i) Value realisation from the Customer Experience Management (CEM) Solution.

Digital Planning Committee

The Digital Planning Committee is mandated to review all current and future company-wide digital initiatives and products. The Committee, which is chaired by the Chief Digital Officer, has representatives from Digital Services, Enterprise Business, Finance, Legal Services, Regulatory, Human Resources, Information Technology, Internal Audit and Forensic Services, Marketing, Mobile Financial Services, Network Group, Risk and Compliance, Strategy and Innovation, and Customer Relations & Experience. The Committee is also tasked with:

i. Consolidating all plans under a Transformational Framework to ensure synergies, integration and alignment.
ii. Proposing a structured roadmap, implementation strategy, and governance structure.
iii. Shaping the recovery plan for Digital products in line with identified focus areas.

Brand Council

The Brand Council's role is to drive alignment across all areas of the business on strategic priorities through the following:

i. Approval of annual commercial plans.
ii. Prioritisation and approvals of all strategic commercial initiatives across the business.
iii. Assessment and review of Brand initiatives and prioritised commercial projects across the business.
iv.

The Chief Operating Officer chairs the Brand Council, and membership comprises heads of functional divisions except for the Chief Information Officer and the Chief Technical Officer.

Creative Council

The Creative Council is responsible for ensuring consistency and singularity of brand messaging across the business for advertising and PR content. The Chief Marketing Officer chairs meetings of the Creative Council with heads of the commercial divisions as members.

Editorial Council

The Editorial Council's primary responsibility is to ensure the deployment of integrated messaging. The Chief Corporate Services and Sustainability Officer chairs the Council with functional General Managers, Senior Managers and regional representatives as members.

Governance and Compliance

MTN Nigeria is committed to compliance with the following Codes of Corporate Governance and Listing Standards:

i. The Corporate Governance guidelines for Public Companies in Nigeria issued by the Securities and Exchange Commission.
ii. The Nigerian Communications Commission's Code of Corporate Governance for the Telecommunications Industry 2016.
iii. The Nigerian Code of Corporate Governance 2018.
iv. The Post Listing Rules of the Nigerian Exchange Limited.

Insider Trading and Price Sensitive Information

The Company's Securities Trading Policy was revised to incorporate a flowchart on disclosure requirements and clearance to deal. This provides guidance on trading in its shares. Directors, insiders, and their connected persons in possession of confidential, price-sensitive information (insider information) are prohibited from dealing with the shares of the Company where such would amount to insider trading. Directors, insiders, and related parties are prohibited from disposing, buying, or transferring their shares in the Company during a closed period or any other period as determined by the Company from time to time.

Malus and Clawback

MTN Nigeria offers incentive remuneration to attract, retain, and reward employees through its short and long-term incentives linked to achieving defined performance measures consistent with shareholder interest over the short and long term. To ensure that remuneration outcomes are, inter alia, fair, appropriate, and reflect accurate business performance, the Policy was developed to provide the circumstances where the Board may, through malus, adjust unvested, unsettled, and/or unpaid incentive remuneration downward to zero if required or cancel same or through clawback pursue remedies to recoup any vested, settled, and/or paid incentive remuneration amounts.

Clawback can be triggered if the account or financial performance on which the reward was based is later found to be materially false, misstated, misleading, erroneous, etc. or in instances of misdemeanour, fraud, material violation of Company policy or material regulatory infractions.

The Board may invoke malus or clawback when a trigger event, which indicates a gross error, whether directly or indirectly and whether intentional or unintentional in the calculation of remuneration, is discovered as follows:

- A material misstatement of the financial results, resulting in the adjustment in the audited consolidated accounts of the Company or the audited accounts of a member of the Company; and/or
- The fact that any information used to determine the quantum of an incentive remuneration amount was based on an error or inaccurate or misleading information; and
- Action or conduct of a participant, which in the reasonable opinion of the Board, amounts to serious misconduct; and/or
- Events or behaviour of a participant or the existence of events attributable to a participant which have led to the censure under applicable rules or reputational/financial damage.

MTN Nigeria Code of Conduct

The MTN Nigeria Code of Conduct (Conduct Passport) emphasises MTN Nigeria's commitment to ethical conduct. It demonstrates the standard of behaviour expected of directors, employees, entities and other third parties engaged in business relationships with MTN Nigeria. These core business principles are set out to ensure that there is a common understanding of what is expected from everyone individually and collectively.

When dealing with customers, suppliers, government officials, members of the public, and the broader society, we conduct ourselves appropriately and in compliance with the highest ethical standards and integrity. The Conduct Passport establishes ethical standards and provides the general principles for stakeholder relations. It covers who we are, how we do business, our values, practices, individual and collective expectations, and how we interact with each other as well as our partners, customers, and communities. It summarises what we stand for and why compliance with laws and adherence to our policies, processes, and procedures are cornerstones of our philosophy.

The Conduct Passport encapsulates the MTN Nigeria philosophy; to conduct its affairs with uncompromising honesty, integrity, diligence and professionalism and to be recognised for these qualities by all its stakeholders.

To make ethics real at MTN Nigeria, we have a dedicated Ethics Office responsible for managing ethics within the Company. In driving the principles contained in our Conduct Passport, the Ethics Office deploys various training, and awareness campaigns and ensures visible demonstration of leadership commitment. The Ethics Office has a dedicated helpdesk for ethics-related complaints, ensures trust in the whistleblowing line, and continues to provide ethics advice to staff and other stakeholders.

Conflict of Interest

The management of potential conflict of interest remains a key focus in managing our ethical risk and ensuring employees and stakeholders are conscious of circumstances that could lead to or be perceived as ethical breaches. All employers are required to declare personal, contractual, or business interests that could be perceived as or result in actual conflicts of interest in a proactive and transparent manner.

MTN Nigeria's Conflict of Interest Policy provides guidance on implementing controls to avoid any conflict situation.

Giving and Receiving of Gifts

As an organisation, we are aware of the impression of impropriety that excessive entertainment or giving and accepting gifts may create. Therefore, whilst we appreciate our business partners' goodwill, MTN Nigeria has a strict "No-Gifts" policy. There are certain exceptions that are allowed including gifts of limited value, such as corporate branded gift items, to foster and maintain good relationships with our stakeholders. The MTN Nigeria Gifts, Hospitality and Entertainment Policy provides limits and approval requirements and requires that all gifts be declared and recorded in Divisional Gifts registers.

Bribery and Corruption

MTN Nigeria is committed to the highest levels of integrity. We are committed to doing business ethically in compliance with applicable laws and regulations. We have a zero-tolerance approach to fraud, bribery, and corruption and continuously strive to improve our fight against these misconducts. We believe that fraudulent and corrupt activities are a threat to the sustainability and reputation of any business. Our policy is to conduct all our business activities with honesty, integrity, and to the highest ethical standards. We have an Anti-bribery and Corruption Policy to ensure our efforts against fraud, bribery, and corruption align with global best practices.

To promote the vision of zero tolerance for corruption, MTN Nigeria creates awareness of the contents of the above principles through various ethics campaigns.

Employees are required to raise their concerns and report wrongdoing within the workplace. We recently deployed an app available for download on mobile phones for anonymous reporting of fraud and other misconduct. The whistle-blowing facility is operated independently by an outsourced service provider.

MTN Nigeria signed on to the United Nations Global Compact (UNGC) Network at a public event on November 2, 2006. The UNGC aims to advance responsible corporate citizenship so that businesses can be part of the solution to the challenges of local and cross-border fraud through a network of global partnerships between the private sector and other social sectors.

Our Suppliers and Partners

Our suppliers and other partners are also expected to act with integrity and conduct business with the highest ethical standards across their entire supply chain. They must demonstrate zero tolerance for all forms of bribery and corruption. All business dealings should be performed transparently and reflected accurately in the company's books and records.

All our suppliers and partners are bound by the same standards and principles stated above as contained in our Supplier Code of Conduct. The Supplier Code of Conduct outlines our commitment to respect and promote human rights and fair workplace practices, including equal opportunities, environmentally sustainable business activities, avoiding conflict of interests, and a zero-tolerance policy for bribery and corruption.

Anti-Money Laundering and Combating the Financing of Terrorism

The MTN Nigeria Anti-Money Laundering and Combating the Financing of Terrorism (AML/CFT) Policy established processes and procedures that prevent the Company from being used intentionally or unintentionally for money laundering and financing terrorism-related activities. It applies to all the employees of MTN Nigeria and all its subsidiaries, MTN Nigeria partners, and third parties using MTN Nigeria's platform to offer products and services.

The policy covers prohibited dealings with entities associated with unlawful activities such as drug trafficking, arms dealing, fraud, and adult entertainment. Other aspects include the prohibition of anonymous accounts, shell banks and accounts in fictitious names, and sanctions screening for partners, vendors, and third parties to identify designated terrorism and financial crime perpetrators.

Privacy and Data Protection

We are committed to protecting and ensuring the security of the personal information of all our stakeholders. Our Privacy and Data Protection Policy prescribes principles that govern how MTN Nigeria collects, processes, and protects personal information. The Policy reiterates our commitment to compliance with all applicable legal and regulatory requirements governing the collection and processing of personal information. Therefore, the privacy rights of all data subjects are respected and protected; we always ensure that our business interest does not override the rights of data subjects, and we rely on a lawful basis to process all forms of personal information. Personal information is only retained as long as it is required by law or for business exigencies, and such information is always secured and protected.

We have developed and deployed a Data Breach Management Procedure, which establishes the process for reporting and managing data security breaches affecting personal information under MTN Nigeria's custody.

Complaints Management Policy

MTN Nigeria has established a procedure to handle complaints and inquiries from customers, shareholders, and other stakeholders. The Company's Complaints Management Policy is in line with the Complaints Management Framework of the Nigerian Capital Market issued by the Securities and Exchange Commission. This policy governs the receipt, response, monitoring, and resolution of complaints and inquiries in a timely and efficient manner. The policy is accessible to everyone through our website: https://www.mtn.ng/investors/shareholders/policies/

L-R: Director, Mazen Mroue; Director, Dr. Omobola Johnson; Chief Executive Officer, Dr. Karl Olukotun Toriola; Chief Financial Officer, Modupe Kadri; Chairman, Dr. Ernest Ndukwe; Company Secretary, Uto Ukpanah; Director, Jens Schulte-Bockum; Director, Muhammad K. Ahmad, OON; Director; Mr. Rhidwaan Ghasant; andDirector, Mr. Michael Ajukwu at the 2024 MTN Nigeria Annual General Meeting in 2024.


MTN

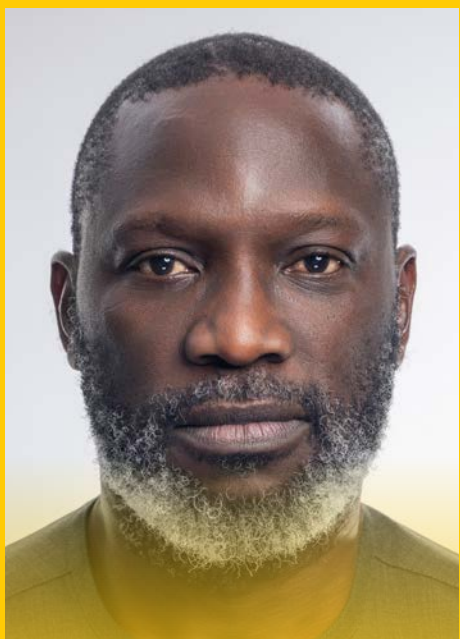
Executive Management

Dr. Karl Olutokun Toriola
Chief Executive Officer (CEO)

Modupe Kadri
Chief Financial Officer (CFO)

Ayham Moussa
Chief Operating Officer (COO)

Uto Ukpanah
Company Secretary



Tobechukwu Okigbo
Chief Corporate Services & Sustainability Officer (CCSSO)

Obiageli Ugboma
Chief Risk and Compliance Officer (CRCO)

Ugonwa Nwoye
Chief Customer Relations and Experience Officer (CCREO)

Lynda Saint-Nwafor
Chief Enterprise Business Officer (CEBO)

Aisha Umar Mumuni
Chief Digital Officer (CDO)

Olusina Adegoke
Chief Sales and Distribution Officer (CSDO)

Esther Akinnukawe
Chief Human Resources Officer (CHRO)

Yahaya Ibrahim
Chief Technical Officer (CTO)

Shoyinka Sodunke
Chief Information Officer (CIO)

Onyinye Ikenna-Emeka
Chief Marketing Officer (CMO)

Ibe Etea
General Manager, Internal Audit and Forensic Services (GM IAFS)

Babalola Oyeleye
Chief Strategy and Innovation Officer (CSIO)

Egerton Idehen
Chief Broadband Officer (CBBO)

Board Evaluation Report

27 February 2025
The Chairman
MTN Nigeria Communications Plc
1, Awolowo Road
Ikoyi, Lagos

Dear Sir,

REPORT ON THE OUTCOME OF THE BOARD AND CORPORATE GOVERNANCE EVALUATION EXERCISE FOR THE PERIOD ENDED 31 DECEMBER 2024

PricewaterhouseCoopers ("PwC") was engaged to carry out an evaluation of the Corporate Governance practices of MTN Nigeria Communications Plc ("the Company") and an evaluation of the Company's Board of Directors as required by Principle 15.1 and 14.1 of the Nigerian Code of Corporate Governance ("NCCG") 2018, the SEC Corporate Governance Guidelines 2021 ("SCGG") and the Nigerian Communications Commission Code of Corporate Governance, 2016 ("NCC Code") for the period ended 31st December 2024.

Our responsibility was to reach a conclusion on the Corporate Governance practices of the Company and the Board of Director's performance within the scope of our Letter of Engagement dated 24 December 2024.

In carrying out the evaluation, we relied on representations made by members of the Board and Management of the Company, and on the documents provided for our review.

We also facilitated a Self and Peer Assessment of each Director's performance in the year under review. This assessment covered each Director's time commitment to the business of the Company and continuous learning and development. Each Individual Director's Assessment Report is prepared and made available to them respectively, while a consolidated report of the performance of all Directors is submitted to the Company's Board Chairman.

The Company and the Board of Directors have complied significantly with the provisions of the Codes. Areas of compliance include oversight over:

- oversight over the activities of members of Senior Management;
- the Board's approval of policies; and
- oversight of the implementation of the Company's strategic objectives.

Details of other findings and recommendations are contained in the full report.

Yours faithfully,

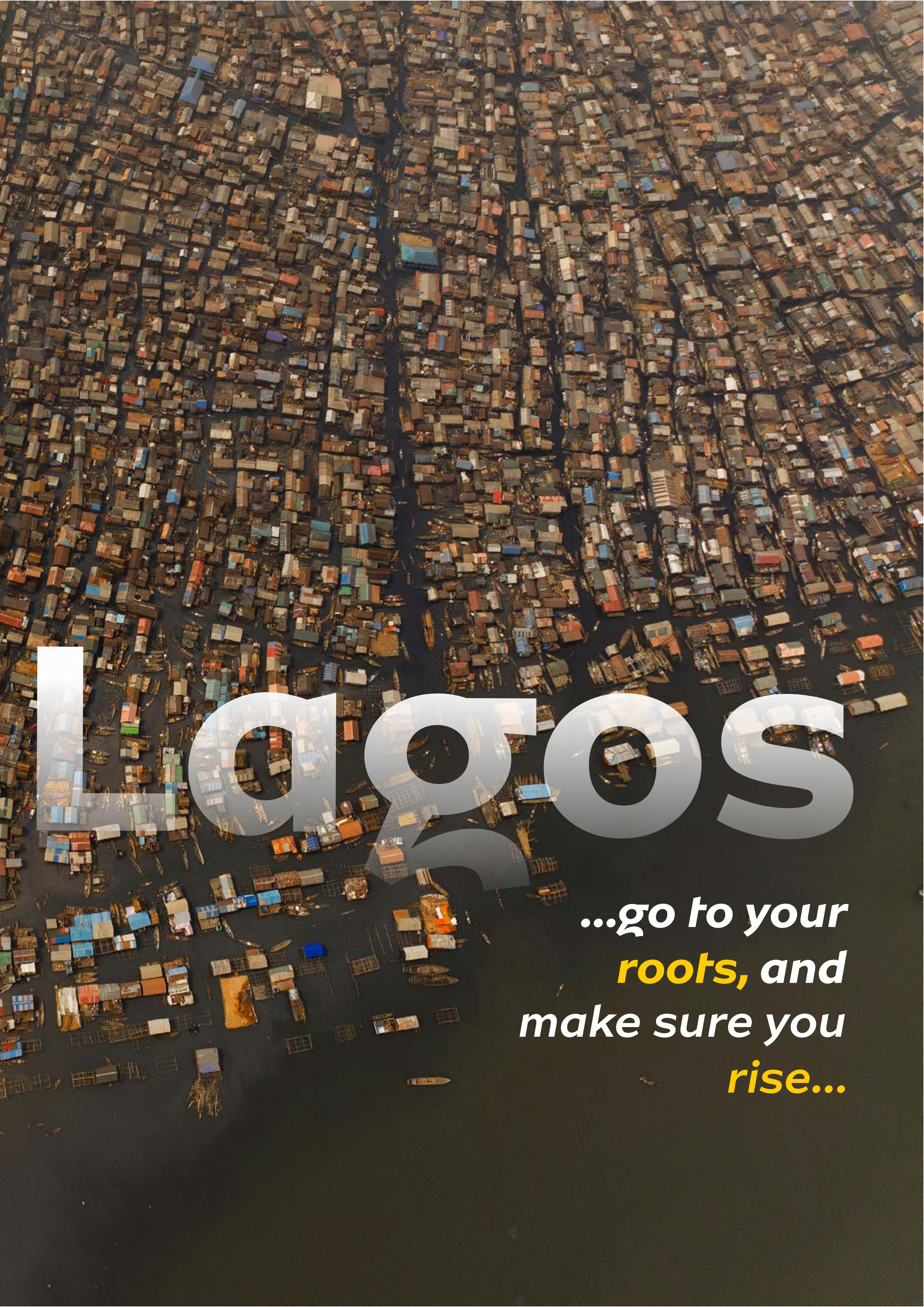
Wura Olowofoyeku

Wura Olowofoyeku
Partner
FRC/2017/PRO/ICAN/004/00000016809
for: PricewaterhouseCoopers

Financial Review and Statements

MTN

Interactive


Lagos
...go to your
roots, and
make sure you
rise...

Conversation with the CFO

Modupe Kadri
Chief Financial Officer

How would you describe MTN Nigeria's performance in 2024?

Tough! I describe it as a year of two distinct halves—one marked by significant challenges and the other by a determined recovery.

In the first half (H1), the impact of the depreciation of the naira was more severe, intensifying pressure on margins and finance costs. This led to a substantial net foreign exchange loss, culminating in a half-year loss after tax of N519 billion and a further decline in retained earnings to negative N727 billion. We, therefore, took some hard decisions following the Extraordinary General Meeting (EGM) in April 2024 to curb our increasing costs in the absence of tariff approval, which was required to ensure the sustainability of the industry as a whole. The two items that stand out in this regard were the renegotiation of our tower contracts and the reduction of the dollar exposure in our letters of credit.

Having made the hard decisions in H1, the second half of the year (H2) demonstrated our resilience and the effectiveness of our strategic interventions. We ruthlessly executed key initiatives to stabilise operations, improve margins and profitability, and strengthen our capital position. These efforts yielded tangible results, with H2 profit after tax reaching N118.6 billion, reducing our full-year loss to N400 billion and retained earnings to negative N607 billion.

This turnaround underscores our commitment to navigating challenges and rebuilding momentum. While there is still work to be done, the progress in H2 is encouraging, signalling that the worst may be behind us and that a path to recovery is firmly in place, especially with the approval of tariff adjustments post the end of the 2024 reporting period.

Despite facing various challenges, MTN Nigeria experienced robust service revenue growth in 2024. What were the key drivers of this revenue growth?

Service revenue grew by 35.9% to N3.3 trillion, primarily driven by strong performances across various segments. There was significant growth in data services, with active data users increasing by 7% to 47.7 million. This surge in data consumption, reflected by a 42.9% increase in data traffic and a 33.6% rise in average monthly data usage per user, contributed substantially to revenue. Continued demand for voice, fintech and digital services also played a crucial role in boosting overall service revenue. Additionally, the recognition of revenue related to the long outstanding USSD debt owed by banks, which amounted to approximately N74 billion, further enhanced revenue. Excluding the USSD revenue recognition, underlying service revenue growth was up by 32.8% and tracked at the upper end of our FY 2024 guidance of 'high-20% to low 30%'. Overall, the combination of a growing subscriber base and increased usage of our services was pivotal to driving robust service revenue growth in 2024.

What were the main factors affecting the Company's operating expenses, and what measures did you implement to enhance cost efficiency and mitigate the impact of these factors on your business?

Several factors were responsible for the 76.6% increase in operating expenses. The most significant was the depreciation of the naira, along with rising inflation and energy costs, which impacted our leases. This was exacerbated by the implementation of VAT on tower leases in September 2023. This alone accounted for N62.9 billion additional cost compared to N18.1 billion in 2023. These leases represent 60-65% of our operating expenses.

As stated previously, we took proactive measures to mitigate the cost pressures. The renegotiation of our tower lease contracts with IHS Towers marked a significant milestone, delivering N113.8 billion in cost savings. Additionally, our broader expense efficiency initiatives resulted in approximately N42 billion in savings, further offsetting rising costs.

Income Statement highlights

Items (N'millions)	H1 2024	H2 2024	FY 2024	FY 2023	YoY
Service revenue	1,528,376	1,806,535	3,334,910	2,454,745	35.9%
Non-service revenue	10,744	15,175	25,920	14,102	83.8%
Total Revenue	**1,539,120**	**1,821,711**	**3,360,830**	**2,468,847**	**36.1%**
Cost of sales	252,875	275,312	528,187	406,001	30.1%
Operating expenditure	738,552	780,695	1,519,246	860,317	76.6%
EBITDA	**547,693**	**765,704**	**1,313,397**	**1,202,529**	**9.2%**
EBITDA margin	*35.6%*	*42.1%*	*39.1%*	*48.7%*	*-9.6pp%*
Depreciation & Amortisation	243,145	292,010	535,154	428,869	24.8%
Earnings before Interest and Taxation	**304,548**	**473,694**	**778,243**	**773,661**	**0.6%**
Net finance costs	168,156	235,051	403,207	211,112	91.0%
Net foreign exchange losses	887,684	37,677	925,361	740,434	25.0%
Profit (Loss) Before Tax	**(751,292)**	**200,966**	**(550,326)**	**(177,886)**	**(209.4%)**
Taxation	(232,233)	82,342	149,892	(40,865)	(266.8%)
Profit (Loss) After taxation	**(519,059)**	**118,624**	**(400,435)**	**(137,021)**	**(192.2%)**

Balance Sheet highlights

Items (N'millions)	H1 2024	FY 2024	FY 2023	YoY
Total Assets	3,285,275	4,196,991	3,188,827	31.6%
Total Liabilities	3,862,975	4,654,998	3,229,671	44.1%
Shareholders' Equity	**(577,700)**	**(458,007)**	**(40,844)**	**1021.4%**

We expect continued savings from our new lease agreements over the terms of the contracts while maintaining a strong focus on driving further efficiency improvements across our operations.

The earnings before interest, taxation, depreciation and amortisation (EBITDA) margin faced pressure in 2024, reaching a year-low of 35.6% in the first half before recovering to 39% by year-end. Could you please comment on the evolution of the EBITDA margin in 2024?

Macroeconomic challenges significantly influenced our EBITDA margin trajectory in 2024. Despite these pressures, our ability to drive operating leverage resulted in 9.2% EBITDA growth. The first half was particularly impacted, with the EBITDA margin declining to 35.6%. However, a strong recovery in the second half—driven by cost efficiencies from the tower contract renegotiation, broader expense efficiency initiatives, and the relative stability in the exchange rate—led to an EBITDA margin rebound to 42.1%, bringing the full-year margin to 39.1%.

Adjusting for the 13.8 percentage point negative impact of foreign exchange losses, the EBITDA margin would have been 52.8%, reflecting the strong underlying performance of our business. Additionally, the VAT on tower leases reduced the margin by 1.9 percentage points, while the one-time USSD revenue recognition contributed a 2.2 percentage point uplift. Excluding these combined effects, the EBITDA margin would have been 52.6%.

This performance underscores the resilience of our business model, the effectiveness of our cost optimisation strategies, and our ability to navigate macroeconomic headwinds while maintaining operational strength.

What steps has the Company taken to address foreign exchange losses, which have led to the erosion of your equity position?

In 2024, we recorded foreign exchange (forex) losses of approximately N1 trillion and gains of N107 billion, resulting in net forex losses of N925 billion—a 25% increase from the prior year. This was primarily driven by significant naira depreciation from N907/US$ to the dollar at year-end 2023 to N1,535/US$ at year-end 2024. The main impact was on lease liabilities and borrowings. Lease liabilities accounted for 48.3% of net forex losses; borrowings contributed 36.4%, while trade and other payables made up the remaining 15.3%.

To mitigate the impact of naira depreciation, we leveraged improved forex market liquidity to significantly reduce our outstanding letters of credit US dollar obligations from US$416.6 million in December 2023 to US$20.8 million. While this resulted in realised forex losses, it substantially strengthened our financial position and reduced the risks associated with currency depreciation and related finance costs. Additionally, renegotiating our tower lease contracts has lowered our foreign exchange exposure, further mitigating the impact of future naira depreciation on lease-related costs.

These strategic initiatives reflect our proactive approach to financial risk management and position us for greater resilience in the face of currency volatility.

Can you provide insights into the Company's funding strategy, particularly in the current interest rate environment, while meeting network investment needs?

Our funding strategy prioritised local-currency funding while reducing US dollar-denominated obligations and maintaining a well-diversified debt portfolio. Given the high interest rate environment, we focused on short-term debt to optimise funding costs.

As part of this strategy, we accessed the domestic debt market, raising approximately N190 billion under our N250 billion Commercial Paper Issuance Programme to support our ongoing business needs while managing debt exposure. Consequently, the proportion of naira-denominated debt increased to 72%, up from 55% in December 2023, further supported by the reduction in our outstanding letter of credit US dollar-denominated obligations. In addition, 51% are at fixed rates, while the rest are at floating rates.

In terms of debt metrics, we achieved a net debt-to-EBITDA ratio of 0.9 times and an interest cover ratio of 5.4 times—both well within our financial covenant levels. Additionally, our cash balance of N253.4 billion provided further stability, reinforcing our ability to fund network investments while managing financing costs prudently.

0.9x Net Debt-to-EBITDA Ratio
maximum of 2.5x

5.4x Interest Cover Ratio
minimum of 5x

N253b Cash Balance

As we navigate uncertainties, **we will remain agile** and responsive to evolving market trends and regulatory dynamics. The **tariff adjustments will enable us to accelerate network investments in 2025,** further enhancing digital inclusion, customer experience, and operational resilience.

What is the outlook for 2025?

In 2025, we remain steadfast in our commitment to executing our strategic priorities amid a dynamic macroeconomic landscape. We are pleased and grateful to the authorities for approving the tariff increases in February 2025. While uncertainties persist, we are encouraged by the early signs of stability in the naira and the decline in inflation following the rebasing of the consumer price index. Building on the strong momentum from the second-half recovery of 2024, our focus will be on accelerating margin expansion and profitability restoration while working towards rebuilding a positive net asset position and full recovery within the financial year.

As we navigate uncertainties, we will remain agile and responsive to evolving market trends and regulatory dynamics. The tariff adjustments will enable us to accelerate network investments in 2025, further enhancing digital inclusion, customer experience, and operational resilience. With these strategic enablers in place, in 2025, we expect:

- Service revenue growth of 'at least mid-40%' as tariff adjustments take effect.
- EBITDA margin of 'at least mid-40%', reflecting continued cost optimisation.
- Capex intensity in the upper teens, aligned with our disciplined capital allocation approach.
- Recovery of our retained earnings and shareholders' equity positions to positive balances within the next 12 months.

Over the medium term, we expect service revenue growth of at least 20% and a recovery in our EBITDA margin to at least 50% over the medium term. We also anticipate capex intensity subsiding as it normalises over the medium term, following an expected acceleration in our capital expenditure deployment in 2025 to enhance network capacity, and improve quality of service and customer experience.

While optimistic about the path ahead, we remain mindful of potential risks, including exchange rate fluctuations and price elasticity effects from the new tariffs. We will closely monitor developments and adjust our strategies to sustain growth and maximise value creation. Through disciplined execution and strategic agility, we are confident in our ability to navigate challenges and drive sustainable growth.

Directors' Report

We, the directors, present our report on the affairs of MTN Nigeria Communications Plc and its subsidiaries (the Group), together with the financial statements and the independent auditors' report for the year ended 31 December 2024.

Principal activities of the Group

MTN Nigeria Communications Plc (MTN Nigeria or the Company) was incorporated on 08 November 2000 as a private limited liability company. It was granted a licence by the Nigerian Communications Commission on 09 February 2001 to undertake the business of building and operating GSM Cellular Network Systems and other related services nation-wide in Nigeria. The Company commenced operations on 08 August 2001 (commercial launch date). Currently, the Company holds a Unified Access Service License (UASL).

The Company re-registered as a public limited company, MTN Nigeria Communications Plc on 18 April 2019 and listed by introduction on the Premium Board of the Nigerian Stock Exchange on 16 May 2019.

The registered office address of the Company is 4, Aromire Road, Off Alfred Rewane, Ikoyi Lagos. The principal place of business is MTN Plaza, Falomo, Ikoyi, Lagos.

The Group's subsidiaries are XS Broadband Limited, Visafone Communications Limited (now liquidated), Yello Digital Financial Services Limited and MoMo Payment Service Bank Limited. The subsidiaries principal activities are the provision of broadband fixed wireless access service, high quality telecommunication services and mobile financial services in Nigeria.

On 01 February 2024, Visafone Communications Limited (Visafone) was liquidated and absorbed by MTN Nigeria, see note 22.2 for details.

Business review

The Group recorded revenue of N3.36 trillion (2023: N2.47 trillion) and a loss after tax of N400.44 billion (2023: N137.02 billion) for the year.

Operating results and dividends

The following is a summary of the Group's operating results:

		2024	2023
	Notes(s)	N million	N million
Revenue	9	3,358,461	2,468,847
Operating profit		778,244	773,660
Loss before taxation		(550,325)	(177,886)
Income tax credit	18	149,890	40,865
Loss for the year		(400,435)	(137,021)
Loss attributable to the owners of the company		(399,448)	(133,841)
Loss before tax has been arrived at after charging			
Depreciation of property and equipment	19	259,748	231,540
Depreciation of right of use assets	20.1	184,723	118,296
Amortisation of intangible assets	21	90,684	79,033
Employee costs	12	91,919	65,002
Credit loss on financial assets	13	6,752	756
Other operating expenses	14	200,234	139,128
Finance costs	16	431,648	236,927
Net foreign exchange loss	17	925,361	740,434

Dividends

In view of the loss for the year ended 31 December 2024, resulting from the significant currency devaluation and its impact on retained earnings, the Directors will not recommend a final dividend payment.

Unclaimed dividends

In line with SEC guidelines, Coronation Registrars Limited returned to the Group the sum of N287.7 million unclaimed dividend during the year ended 31 December 2024 (31 December 2023: N381.5 million). Replenishment notices from registrars amounting to N525.9 million were received and honoured during the period (2023: N657.5 million). The total amount of unclaimed dividends outstanding as at 31 December 2024 is N612.5 billion (31 December 2023: N1.38 billion).

Renegotiated lease contract

During the year, MTN Nigeria renegotiated the binding commercial terms of the existing infrastructure sharing and master lease agreements with IHS (Nigeria) Limited, INT Towers Limited and IHS Towers NG Limited (together, IHS). The revised Terms of Agreement (TOA) was executed on 7 August 2024, with the terms of the amendment taking effect from 1 April 2024, and a mutual agreement to extend all agreements to 31 December 2032.

The revised terms reduce the US dollar-indexed component of the leases linked to a discounted US consumer price index (CPI), making the leases majorly Naira-based. Additionally, technology-based pricing has been removed, allowing payments for new upgrades based on tower space and power. The renegotiated agreements incorporate an energy cost component indexed to the cost of providing diesel power. Furthermore, the terms also provide for some discounts and incentives over the life of the contracts.

USSD Debts resolution

On 20 December 2024, the Central Bank of Nigeria (CBN) and Nigerian Communications Commission (NCC) issued a joint circular to resolve the long standing USSD debts impasse between Deposit Money Banks (DMBs) and Mobile Network Operators (MNOs).

Unstructured Supplementary Service Data (USSD) is the platform that allows bank customers to transfer money digitally on their phones without requiring internet access. It is an SMS-based mobile banking service where a USSD shortcode enables transactions such as transfers, bill payments, and airtime purchases.

The implementation of end user billing for USSD services at a flat fee of N6.98 per transaction conducted by Deposit Money Banks (DMBs) and all CBN-licensed institutions brought about dispute between MNOs and the financial institutions on the applicable charges for USSD services and the method of billing. Consequently, this precipitated unresolved issues since 2020 on USSD debts between DMBs and MNOs until 20 December 2024 resolution by CBN and NCC.

The directive from CBN and NCC requires sixty percent (60%) of all pre-API invoices to be paid as full and final settlement by 2 July 2025 while for post-API invoices the DMBs are required to pay 85 percent (85%) of outstanding invoices issued after the February 2022 implementation of APIs by 31 December 2024. In addition, future invoices are to be settled within one month of issuance.

Based on this directive, on 31 December 2024 MTN received N32 billion payment from the banks out of the N74 billion in CBN and NCC circulars to banks.

Directors and their interests

The directors who served during the year and their direct/indirect interests in the Group's equity were as follows:

	2024	2024	2023	2023
	Direct	Indirect	Direct	Indirect
	No. of shares	No. of shares	No. of shares	No. of shares
Dr. Ernest Ndukwe, OFR	161,375	Nil	161,375	Nil
Dr. Karl Olutokun Toriola	4,086,858	Nil	4,086,858	Nil
Mr. Muhammad K. Ahmad, OON	Nil	Nil	Nil	Nil
Mr. Michael Ajukwu	Nil	Nil	Nil	Nil
Mr. Andrew Alli	93,220	Nil	93,220	Nil
Dr. Omobola Johnson	225,000	Nil	225,000	Nil
Mr. Modupe Kadri	1,153,972	Nil	1,153,972	Nil
Mr. Abubakar B. Mahmoud, SAN OON	Nil	Nil	Nil	Nil
Ms. Tsholofelo Molefe	Nil	Nil	Nil	Nil
Mr. Ferdinand Moolman	Nil	Nil	Nil	Nil
Mr. Mazen Mroue	Nil	Nil	Nil	Nil
Mr. Ralph Mupita	Nil	Nil	Nil	Nil
Mrs. Ifueko M. Omoigui Okauru, MFR	Nil	Nil	Nil	Nil
Mr. Jens Schulte-Bockum	Nil	Nil	Nil	Nil
Mrs. Eyitope Kola-Oyeneyin*	Nil	Nil	Nil	Nil
Mr. Udemezuo Nwuneli*	Nil	Nil	Nil	Nil
Mr. Tim Pennington*	Nil	Nil	Nil	Nil

*Appointed effective 2 January 2025

The Board and key management changes

- Mr. Rhidwaan Gasant retired from the Board of Directors effective 31 May 2024.
- Adia Sowho, Chief Marketing Officer resigned effective 27 May 2024.
- Ayham Moussa was appointed as the new Chief Operating Officer effective 19 August 2024.
- Mohammed Rufai, the Chief Technical Officer was transferred to MTN Congo Brazzaville effective 1 September 2024.
- Onyinye Ikenna-Emeka was appointed as the Chief Marketing Officer effective 14 October 2024.
- Yahaya Ibrahim was appointed as the new Chief Technical Officer effective 14 October 2024.
- Mrs. Eyitope Kola-Oyeneyin was appointed as a member of the Board on 2 January 2025.
- Mr. Udemezuo Nwuneli was appointed as a member of the Board on 2 January 2025.
- Mr. Tim Pennington was appointed as a member of the Board on 2 January 2025.

Directors' interests in contracts

None of the directors have notified the Group for the purpose of Section 303 of the Companies and Allied Matters Act of Nigeria (CAMA) 2020, of any declarable interest in contracts in which the Group is involved.

Shareholders and their interest as at 31 December 2024

Share range	Number of shareholders	% of shareholders	Number of holdings	% of shareholding
1 - 10,000	137,973	94.5603	87,497,026	0.42
10,001 - 50,000	5,424	3.7174	110,013,952	0.52
50,001 - 100,000	977	0.6696	67,381,282	0.32
100,001 - 500,000	1,093	0.7491	228,327,276	1.09
500,001 - 1,000,000	164	0.1124	116,856,469	0.56
1,000,001 - 5,000,000	172	0.1179	395,568,495	1.88
5,000,001 - 10,000,000	48	0.0329	318,090,688	1.52
10,000,001 - 50,000,000	43	0.0295	895,522,516	4.27
50,000,001 - 100,000,000	4	0.0027	238,129,334	1.13
100,000,001 - 500,000,000	9	0.0062	1,762,080,014	8.39
500,000,001 - 1,000,000,000	2	0.0014	1,366,607,050	6.51
1,000,000,001 - above	1	0.0007	15,409,486,001	73.39
	145,910	**100**	**20,995,560,103**	**100**

Substantial interest in shares

As at 31 December 2024, the following shareholders hold 5% or more of the issued share capital of the Company

A. MTN International (Mauritius) Limited with total interest of 73.39% shareholding (31 December 2023: 73.39%).

B. Chief Victor Odili indirectly holds 5.08% (31 December 2023: 4.46%) shareholding through the following entities:

i. Hermitage Overseas Corporation 4.32% (31 December 2023: 3.84%)

ii. Hermitage Eko Investments Ltd 0.76% (31 December 2023: 0.62%)

Property and equipment

Information relating to changes in property and equipment is given in Note 19 to the audited consolidated and separate financial statements.

Taxation

Company Income Tax, Education Tax and National Information Technology Development Fund Levy due in the prior years have been duly settled in line with the provisions of relevant tax laws.
An aggregate tax credit of N149.89 billion (December 2023: N40.87 billion) has been recognised in the consolidated statement of profit or loss covering the period January to December 2024.

Charitable gifts

No provision was made in the year for donation to MTN Foundation Limited by Guarantee (December 2023: Nil) as the Group made a loss after taxation. The Foundation, a duly registered charitable entity separate and distinct from the Group has two major portfolios namely National Priority and Youth development that covers: Education, Economic Empowerment and Health.
The Group made no donations to other charitable organisations during the year (December 2023: Nil). In compliance with S.43(2) of Companies and Allied Matters Act of Nigeria 2020, the Group did not make any donations to any political party, political association or for any political purpose.

Employment of differently abled persons

The Group has a policy of fair consideration of job applications by differently abled persons having regard to their abilities and aptitude. The Group's policy prohibits discrimination against differently abled persons in the recruitment, training and career development of its employees. As at the end of the reporting period, the Group had forty four (44) differently abled persons in employment (31 December 2023: thirty four (34)).

Employee consultation and training

The Group has a vibrant platform called "Employee Council" through which it engages with its employees on a regular basis and also leverages all communication channels to keep employees informed on business performance.

MTN Nigeria is committed to employee development as a key value proposition through its investment in learning and development opportunities to drive personal development and achievement of business targets. This is achieved by identifying skills gaps and sourcing learning interventions to address them. There are also opportunities for professional development and the pursuit of postgraduate studies for eligible employees.

Health, safety and welfare at work

The Group places a high premium on the health, safety and welfare of its employees in their place of work. To this end, the Group has various forms of insurance policies, including employee compensation scheme (NSITF), employer's liability and group life insurance policies, to adequately secure and protect its employees. The Group also has Safety, Health and Environment (SHE) policies that employees are required to adhere to.

Statutory audit committee

In accordance with the provisions of Section 404(3) of the Companies and Allied Matters Act (CAMA) 2020, the Company's Statutory Audit Committee consist of five (5) members comprising of three (3) shareholders and two (2) non- executive directors as follows:

Mr. Nornah Awoh	Shareholders' Representative	Chairman
Col. Ayegbeni Peters (rtd)	Shareholders' Representative	Member
Mrs. Josephine Ewitat	Shareholders' Representative	Member
Mr. Rhidwaan Gasant*	Independent Non-Executive Director	Member
Mr. Muhammad K. Ahmad, OON**	Independent Non-Executive Director	Member
Mrs. Ifueko M Omoigui Okauru, MFR	Non-Executive Director	Member

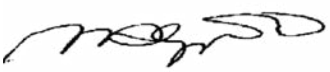
All members of the Statutory Audit Committee are financially literate.
*Mr. Rhidwaan Gasant retired from the committee effective 31 May 2024.
**Mr. Muhammad K. Ahmad, OON was appointed effective 3 June 2024.

Auditor

Messrs Ernst & Young (EY) acted as the Company's independent auditor during the financial year ended 31 December 2024. The independent auditor's report was signed by Funmi Ogunlowo, a partner in the firm, with Financial Reporting Council (FRC) membership number FRC/2013/PRO/ICAN/004/00000000681.

Messrs Ernst & Young (EY) has indicated its willingness to continue in office as auditor in accordance with S.401(2) of the Companies and Allied Matters Act 2020, Laws of the Federation of Nigeria.

By Order of the Board



Uto Ukpanah
Company Secretary
FRC/2014/NBA/00000005748
27 February 2025

Statement of Directors' Responsibilities to Prepare the Financial Statements

The Directors of MTN Nigeria Communications Plc are responsible for the preparation of the consolidated and separate financial statements that present fairly the financial position of the Group and Company as at 31 December 2024, and the results of its operations, cash flows and changes in equity for the year then ended, in compliance with IFRS Accounting Standards ("IFRS") and in the manner required by the Companies and Allied Matters Act of Nigeria (CAMA) 2020 and the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

In preparing the consolidated and separate financial statements, the Directors are responsible for:

- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- Providing additional disclosures when compliance with the specific requirements in IFRS Accounting Standards are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance; and
- Making an assessment of the group and company's ability to continue as a going concern.

The Directors are responsible for:

- Designing, implementing and maintaining an effective and sound system of internal controls of the group and company;
- Maintaining adequate accounting records that are sufficient to show and explain the group and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company, and which enable them to ensure that the consolidated and separate financial statements of the Company comply with IFRS Accounting Standards;
- Maintaining statutory accounting records in compliance with the legislation of Nigeria and IFRS Accounting Standards;
- Taking such steps as are reasonably available to them to safeguard the assets of the Company; and
- Preventing and detecting fraud and other irregularities.

The Directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the Company will not remain a going concern for at least twelve months from the date of this statement.

The consolidated and separate financial statements of the Group and Company for the year ended 31 December 2024 were approved by the directors on 27 February 2025.

Signed on behalf of the Directors of the Group

Dr. Ernest Ndukwe, OFR
Chairman of the Board of Directors
FRC/2020/003/00000020337

Dr. Karl Olutokun Toriola
Chief Executive Officer
FRC/2021/002/00000022839

Statement of Corporate Responsibility for Financial Statements

Section 405 of the Companies and Allied Matters Act (CAMA) 2020 requires the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of a company other than a small company or persons performing similar functions to take direct responsibility for the financial reports and shall certify in the audited consolidated and separate financial statement accordingly.

In pursuant of this Section, the CEO and CFO (hereinafter called "officers") certify that the:

a. Officers who signed the audited consolidated and separate financial statements have reviewed them, and based on the officers' knowledge the:

   i. audited consolidated and separate financial statements do not contain any untrue statement of a material fact or omit to state a material fact which would make the statements misleading, in light of the circumstances under which such statements were made; and

   ii. audited consolidated and separate financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operations of the Group and Company as of, and for, the periods covered by the audited consolidated and separate financial statements;

b. Officers who signed the audited consolidated and separate financial statements:

   i. are responsible for establishing and maintaining internal controls; and have designed such internal controls to ensure that material information relating to the company, and its subsidiaries, is made known to the officers by other officers of the company, particularly during the period in which the audited consolidated and separate financial statements report is being prepared;

   ii. have evaluated the effectiveness of the Group and Company's internal controls within 90 days prior to the date of the audited consolidated and separate financial statements;

   iii. certifies that the Group's and company's internal controls are effective as of that date.

c. Officers who signed the audited consolidated and separate financial statements disclosed to the company's auditors and audit committee:

   i. all significant deficiencies and material weaknesses in the design or operation of the internal control system which could adversely affect the Group's and Company's ability to record, process, summarize and report financial data; and has identified for the company's auditors any material weaknesses in internal controls, and

   ii. whether or not material, there is any fraud that involves management or other employees who have a significant role in the company's internal control system.

d. Officers who signed the report, has indicated in the report, whether or not, there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Signed on 27 February 2025.

Dr. Karl Olutokun Toriola
Chief Executive Officer
FRC/2021/002/00000022839

Modupe Kadri
Chief Financial Officer
FRC/2020/001/00000020737

Statutory Audit Committee report

To the members of MTN Nigeria Communications Plc.

In accordance with the provisions of Section 404(7) of the Companies and Allied Matters Act (CAMA) 2020, the members of the Statutory Audit Committee of MTN Nigeria Communications Plc hereby report as follows:

- We have exercised our statutory functions under Section 404(7) of the Companies and Allied Matters Act, 2020 and acknowledge the co-operation of management and staff in the conduct of these responsibilities.
- We are of the opinion that the accounting and reporting policies of the Group are in accordance with legal requirements and agreed ethical practices.
- The scope and planning of both the external and internal audits for the year ended 31 December 2024 were satisfactory and reinforce the Group's internal control systems.
- We have considered the External Auditors management letter for the year and we are satisfied with management's responses to the External Auditor's recommendations and that management has taken appropriate steps to address the issues raised by the Auditor.
- The external auditors confirmed they received necessary cooperation from management in the course of their statutory audit and that the scope of their work was not restricted in any way.

Members of the Statutory Audit Committee that served during the year under review are:

Mr. Nornah Awoh	Shareholders' Representative	Chairman
Col. Ayegbeni Peters (rtd)	Shareholders' Representative	Member
Mrs. Josephine Ewitat	Shareholders' Representative	Member
Mr. Rhidwaan Gasant*	Independent Non-Executive Director	Member
Mr. Muhammad K. Ahmad, OON**	Independent Non-Executive Director	Member
Mrs. Ifueko M Omoigui Okauru, MFR	Non-Executive Director	Member

*Mr. Rhidwaan Gasant retired from the committee effective 31 May 2024.
**Mr. Muhammad K. Ahmad, OON was appointed effective 3 June 2024.

On behalf of the statutory audit committee.

Mr. Nornah Awoh
Chairman, Statutory Audit Committee
FRC/2021/003/00000022526
27 February 2025

Statement on Internal Controls over Financial Reporting

In compliance with the provisions of section 405 of the Companies and Allied Matters Act, 2020 and, Investment and Securities Act (ISA) 2007 on internal control over financial reporting, the directors, whose names are stated below, hereby certify that:

a. We have reviewed this audited consolidated and separate financial statements of MTN Nigeria Communications Plc for the year ended 31 December 2024;

b. Based on our knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

c. Based on our knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

d. We also certify that we:

- are responsible for establishing and maintaining internal controls;
- have designed such internal controls and procedures, or caused such internal controls and procedures to be designed under our supervision, to ensure that material information relating to the company, and its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- have designed such internal control system, or caused such internal control system to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- have evaluated the effectiveness of the company's internal controls and procedures as of a date within 90 days prior to the report and presented in this report our conclusions about the effectiveness of the internal controls and procedures, as of the end of the period covered by this report based on such evaluation.

e. We have disclosed, based on our most recent evaluation of internal control system, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

- All significant deficiencies and material weaknesses in the design or operation of the internal control system which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
- Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control system.

f. We identified, in the report whether or not there were significant changes in internal controls or other facts that could significantly affect internal controls subsequent to the date of their evaluation including any corrective actions with regard to significant deficiencies and material weaknesses.

Dr. Karl Olutokun Toriola
Chief executive officer
FRC/2021/002/00000022839
27 February 2025

Mr. Modupe Kadri
Chief financial officer
FRC/2020/001/00000020737
27 February 2025

Management's Annual Assessment and Report on the Entity's Internal Control Over Financial Reporting

To comply with the provisions of Section 1.3 of SEC Guidance on Implementation of Sections 60-63 of Investments and Securities Act 2007, we hereby make the following statements regarding the Internal Controls of MTN Nigeria Communications Plc for the year ended 31 December 2024.

i. MTN Nigeria Communications Plc's management is responsible for establishing and maintaining a system of internal control over financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards.

ii. MTN Nigeria Communications Plc's management used the Committee of Sponsoring Organisation of the Treadway Commission (COSO) Internal Control-Integrated Framework to conduct the required evaluation of the effectiveness of the entity's ICFR.

iii. MTN Nigeria Communications Plc's management has assessed that the entity's ICFR as of the end of 31 December 2024 is effective.

iv. MTN Nigeria Communications Plc's external auditor, Messrs Ernst & Young (EY), which audited the financial statements, has issued an attestation report on management's assessment of the entity's internal control over financial reporting.

The attestation report by Messrs Ernst & Young (EY), which audited the financial statements, will be filed as part of the annual report.

Dr. Ernest Ndukwe
Chairman of the Board of Directors
FRC/2021/002/00000022839
27 February 2025

Modupe Kadri
Chief Financial Officer
FRC/2020/001/00000020737
27 February 2025

Independent Auditor's Attestation Report on Management's Assessment of Internal Control over Financial Reporting

To the members of MTN Nigeria Communications Plc

Scope
We have been engaged by MTN Nigeria Communications Plc to perform a 'limited assurance engagement', based on International Standards on Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, herein referred to as the engagement, to report on MTN Nigeria Communications Plc Internal Control over Financial Reporting (ICFR) (the "Subject Matter") contained in MTN Nigeria Communications Plc ("the Company's") Management's Assessment on Internal Control over Financial Reporting as of 31 December 2024 ("the Report").

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Criteria applied by MTN Nigeria Communications Plc
In designing, establishing, and operating the Internal Control over Financial Reporting (ICFR) and preparing the Management's assessment of the Internal Control over Financial Reporting (ICFR), MTN Nigeria Communications Pic applied the requirements of Internal Control-Integrated Framework (2013) of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework and SEC Guidance on Management Report on Internal Control Over Financial Reporting (Criteria). Such Criteria were specifically designed to enable organizations effectively and efficiently develop systems of internal control that adapt to changing business and operating environments, mitigate risks to acceptable levels, and support sound decision making and governance of the organization; As a result, the subject matter information may not be suitable for another purpose.

MTN Nigeria Communications Plc responsibilities
MTN Nigeria Communications Plc management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying MTN Nigeria Communications Plc management's assessment of the Internal Control over Financial reporting as of 31 December 2024 in accordance with the criteria.

Our responsibilities
Our responsibility is to express a conclusion on the design and operating effectiveness of the Internal Control over Financial Reporting based on our Assurance engagement.
We conducted o ur engagement in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, those standards require that we plan and perform our engagement to obtain limited assurance on the entity's internal control over financial reporting based on our assurance engagement.

Our independence and quality management
We have maintained our independence and confirm that we have met the requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA code) and have the required competencies and experience to conduct this assurance engagement.

We also apply International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements, which requires that we design, implement, and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Description of procedures performed.
The procedures we performed included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our engagement also included performing such other procedures as we considered necessary in the circumstances. We believe the procedures performed provides a basis for our report on the internal control put in place by management over financial reporting.

Conclusion
In conclusion, nothing has come to our attention to indicate that the internal control over financial reporting put in place by management is not adequate as of 31 December 2024, based on the requirements of Committee of Sponsoring Organizations of the Treadway Commission (COSO) Framework and SEC Guidance on Management Report on Internal Control Over Financial Reporting.

Other Matter
We also have audited, in accordance with the International Standards on Auditing, the annual report for the year ended 31 December 2024 of MTN Nigeriaigeria Communications Plc and we expressed an unmodified opinion in our Auditor's report dated 27 February 2025. Our conclusion is not modified is respect of this matter.

Funmi Ogunlowo, FCA
FRC/2013/PRO/ICAN/004/00000000681
For Ernst & Young
Lagos, Nigeria
27 February 2025

Independent Auditor's Report

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To the Members of MTN Nigeria Communications Plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of MTN Nigeria Communications Plc ("the Company) and its subsidiaries (together 'the Group'') ,which comprise the consolidated and separate statements of financial position as at 31 December 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Group and the Company as at 31 December 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Nigeria, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

Key Audit Matters	Our Responses
Modification of Lease Liability Contracts MTN renegotiated the binding commercial terms of the existing infrastructure sharing and master lease agreements with IHS (Nigeria) Limited, INT Towers Limited, and IHS Towers NG Limited (collectively referred to as IHS). The revised Terms of Agreement were executed on August 7, 2024, with the terms of the amendment effective from April 1, 2024, and a mutual agreement to extend all agreements until December 31, 2032. The revised terms substantially reduce the US dollar-indexed portion of the overall lease arrangement, making the leases predominantly Naira-based, and set a cap of 20% for the Naira CPI escalation component. As a result of the lease extensions and renewals, additional lease liabilities and right-of-use (ROU) assets amounting to N901.33 billion have been recogised, bringing the total value of the lease liability as of December 31, 2024, to N2.28 trillion and the ROU asset to N1.40 trillion. The contract is currently considered a dollar-referenced contract rather than a dollar-based contract. However, the dollar portion of the upgrades, which is subject to foreign exchange variation, constitutes a monetary item according to IAS 21, necessitating revaluation each reporting year. The audit team consider this as a key audit matter due to the significant time incurred in analysing and interpreting the contractually enforceable rights and obligations and the complexity in the interpretation of the relevant laws and regulations, and the magnitude of the amounts in the financial statements. Refer to: ◈ Note 4.10.4 - Significant judgement in determining the lease term of contracts with renewal options. ◈ Note 8.5 – Critical judgements and estimates - Extension of lease option. ◈ Note 19 .1- Right of use assets.	**Our audit procedures in response to the key audit matter included, among others:** ◈ We evaluated the cashflows to confirm that all applicable splits between naira and dollar, energy and non-energy is done according to the terms of the agreement. ◈ We recomputed the leases by incorporating the applicable discounts as stated in the contract in determining the cashflows and compared with the client's output. We confirmed that all applicable rates have been applied on the applicable sites, and this is reflected in the cashflows used for the present value of the lease liability for both Naira and Dollar portion. ◈ The EY team with specialized knowledge conducts testing on the leases application tool to verify that the software producing the data generate accurate numbers. Additionally, we carried out an IPE testing to understand how the discount was processed on the cashflow back end of the software. ◈ We reviewed whether the actual payment made was used for extinguishing the lease liability in accordance with the requirement of IFRS 16 and the terms of agreement. ◈ We reviewed the translation of the dollar portion of the lease liability and ensured that the foreign currency-denominated balances are measured using the applicable NFEM exchange rate at the reporting date, in accordance with the provisions of IAS 21. ◈ We reviewed the incremental borrowing rate by recalculating the credit premium and determining the appropriate yield on bond obtained through verifiable and appropriate source.

Other Information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "MTN Nigeria Communications Plc Audited Consolidated and Separate Financial Statements for the year ended 31 December 2024", which includes the Report of the Directors, Statutory Audit Committee Report, Statement of Corporate Responsibility For the Consolidated and Separate Financial Statements, Statement of Directors' Responsibilities in relation to the preparation of the Consolidated and Separate Financial Statements and Other National Disclosures. Other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, the provisions of the Companies and Allied Matters Act, 2020 and in compliance with the Financial Reporting Council of Nigeria (Amendment) Act, 2023, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the

Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and/ or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements-Continued

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the requirement of the Fifth Schedule of the Companies and Allied Matters Act, 2020, we confirm that:

- We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
- In our opinion, proper books of account have been kept by the Group and Company, in so far as it appears from our examination of those books;
- The consolidated and separate statements of financial position, the consolidated and separate statements of profit or loss and other comprehensive income are in agreement with the books of account; and
- In our opinion, the consolidated and separate financial statements have been prepared in accordance with the provisions of the Companies and Allied Matters Act, 2020 so as to give a true and fair view of the state of affairs and financial performance of the Company and its subsidiaries.

In accordance with the requirements of the Financial Reporting Council of Nigeria (FRC) Guidance on Assurance Engagement Report on Internal Control over Financial Reporting:

We performed a limited assurance engagement and reported on management's assessment of the Company's internal control over financial reporting as of December 31, 2024. The work performed was done in accordance with the International Standard for Assurance Engagements Other Than Audits or Reviews of Historical Financial Information ('ISAE 3000 (Revised)') and FRC Guidance on Assurance Engagement Report on Internal Control over Financial Reporting, and we have issued an unmodified conclusion in our report dated 27 February 2025. That report is included on page 138-139 of this report.

Funmi Ogunlowo, FCA
FRC/2013/PRO/ICAN/004/00000000681
For Ernst & Young
Lagos, Nigeria
27 February 2025

Consolidated and Separate Statements of Profit or Loss

for the year ended 31 December 2024

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Revenue	9	3,358,461	2,468,847	3,363,513	2,472,473
Other income	10	2,369	-	2,369	-
Direct networking operating costs*	11	(1,232,120)	(655,203)	(1,232,115)	(654,913)
Value added services*		(33,743)	(23,668)	(33,737)	(23,661)
Cost of starter packs, handsets and accessories*		(48,630)	(30,296)	(48,630)	(30,296)
Interconnect costs		(192,819)	(159,542)	(192,819)	(159,542)
Roaming costs		(12,344)	(8,855)	(12,344)	(8,855)
Transmission costs		(29,164)	(11,120)	(29,164)	(11,120)
Discount and commissions		(154,577)	(121,846)	(152,945)	(117,066)
Advertisements, sponsorships and sales promotions		(45,129)	(50,902)	(33,847)	(28,999)
Employee costs	12	(91,919)	(65,002)	(85,212)	(60,462)
Impairment of financial assets*	13	(6,752)	(756)	(6,824)	(10,189)
Other operating expenses*	14	(200,234)	(139,128)	(195,382)	(137,278)
Depreciation of property and equipment	19	(259,748)	(231,540)	(259,553)	(231,540)
Depreciation of right of use assets	20.1	(184,723)	(118,296)	(184,723)	(118,296)
Amortisation of intangible assets	21	(90,684)	(79,033)	(89,231)	(72,289)
Operating profit		**778,244**	**773,660**	**809,356**	**807,967**
Finance income	15	28,440	25,815	24,998	24,753
Finance costs	16	(431,648)	(236,927)	(430,427)	(236,604)
Net foreign exchange loss	17	(925,361)	(740,434)	(924,903)	(740,358)
Loss before taxation		**(550,325)**	**(177,886)**	**(520,976)**	**(144,242)**
Taxation	18	149,890	40,865	160,500	39,732
Loss for the year		**(400,435)**	**(137,021)**	**(360,476)**	**(104,510)**
Loss attributable to:					
Owners of the parent		(399,448)	(133,841)	(360,476)	(104,510)
Non-controlling interest		(987)	(3,180)	-	-
		(400,435)	(137,021)	(360,476)	(104,510)
Loss per share - basic/diluted (N)	35.1	**(19.05)**	**(6.38)**	**(17.19)**	**(4.98)**

The accompanying notes form an integral part of the audited consolidated and separate financial statements.

*2023 numbers have been reclassified, see note 53.

Consolidated and Separate Statements of Other Comprehensive Income

for the year ended 31 December 2024

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Loss for the year		**(400,435)**	**(137,021)**	**(360,476)**	**(104,510)**
Other comprehensive loss:					
Items that will not be reclassified to profit or loss, (net of taxation):					
Remeasurement loss on employee benefits	33.1	(81)	(79)	(81)	(79)
Items that may be reclassified to profit or loss, (net of taxation):					
Fair valuation loss on investments at FVOCI (a)	33.1	(104)	(884)	(108)	(877)
Other comprehensive income for the year; net of taxation		**(185)**	**(963)**	**(189)**	**(956)**
Total comprehensive loss		**(400,620)**	**(137,984)**	**(360,665)**	**(105,466)**
Total comprehensive loss attributable to:					
Owners of the parent		(399,633)	(134,804)	(360,665)	(105,466)
Non-controlling interest		(987)	(3,180)	-	-
		(400,620)	**(137,984)**	**(360,665)**	**(105,466)**

(a) Fair valuation loss on investments designated at fair value through other comprehensive income (FVOCI) relates to Federal Government treasury bills and bonds investments and its recognised net of tax (except for Federal Government bonds).

The accompanying notes form an integral part of the audited consolidated and separate financial statements.

Consolidated and Separate Statements of Financial Position

as at 31 December 2024

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Assets					
Non-current assets					
Property and equipment	19	1,248,304	1,095,111	1,248,304	1,095,111
Right-of-use assets	20.1	1,382,580	478,826	1,382,580	478,826
Intangible assets	21	408,783	447,599	404,212	426,300
Investments in subsidiaries	22	-	-	102,950	100,378
Contract acquisition costs	23	9,344	7,136	9,344	7,136
Other non-current investments	**24**	**9,068**	**6,632**	**6,575**	**6,632**
Deferred tax assets	43.2	321,349	151,362	321,332	140,777
Non-current prepayments	25	26,227	26,380	26,227	26,380
		3,405,655	**2,213,046**	**3,501,524**	**2,281,540**
Current assets					
Inventories	26	6,971	6,027	6,395	6,027
Trade and other receivables	27	367,713	215,414	398,966	239,692
Current investments	24	52,409	7,256	28,196	2,619
Restricted cash*	28	107,023	394,409	106,823	394,209
Cash held for MoMo customer*	29.1	3,843	7,601	-	-
Cash and cash equivalents	30	253,377	345,074	232,800	315,548
		791,336	**975,781**	**773,180**	**958,095**
Total assets		**4,196,991**	**3,188,827**	**4,274,704**	**3,239,635**
Equity and liabilities					
Equity					
Share capital	31.1	420	420	420	420
Share premium	32	166,362	166,362	166,362	166,362
Other reserves	33.1	(12,454)	701	(29,833)	708
Treasury shares	34	(4,869)	(4,869)	(4,869)	(4,869)
Accumulated loss		(607,466)	(208,018)	(488,318)	(127,842)
Equity attributable to the owners of the company		(458,007)	(45,404)	(356,238)	34,779
Non-controlling interest		-	4,560	-	-
		(458,007)	**(40,844)**	**(356,238)**	**34,779**
Liabilities					
Non-current liabilities					
Borrowings	36	636,590	487,817	636,590	487,817
Lease liabilities	20	1,997,744	813,634	1,997,744	813,634
Deferred tax liabilities	43.1	-	1,149	-	-
Provisions	37	43	46	43	46
Share based payment liability	44.1	14,021	16,910	14,021	16,910
Employee benefits*	45	9,440	8,429	9,440	8,429
Other non-current liabilities*	38	8,842	8,267	25	-
		2,666,680	**1,336,252**	**2,657,863**	**1,326,836**
Current liabilities					
Trade and other payables	39	1,191,416	699,520	1,183,736	693,435
Borrowings	36	336,325	689,352	336,325	689,352
Lease liabilities	20	285,680	190,777	285,680	190,777
Contract liabilities	40	117,272	102,796	117,272	102,414
Current tax payable	42	25,012	157,971	24,713	157,669
Provisions	37	25,171	28,216	21,754	27,187
Derivatives	41	1,961	15,912	1,961	15,912
Deposit held for MoMo customers	29.2	3,843	7,601	-	-
Employee benefits*	45	1,638	1,274	1,638	1,274
		1,988,318	**1,893,419**	**1,973,079**	**1,878,020**
Total liabilities		**4,654,998**	**3,229,671**	**4,630,942**	**3,204,856**
Total equity and liabilities		**4,196,991**	**3,188,827**	**4,274,704**	**3,239,635**

The audited consolidated and separate financial statements were approved by the Board of Directors on the 27 February 2025 and were signed on its behalf by:

Dr. Ernest Ndukwe, OFR
Chairman of the Board of Directors
FRC/2020/003/00000020337

Dr. Karl Olutokun Toriola
Chief Executive Officer
FRC/2021/002/00000022839

Modupe Kadri
Chief Financial Officer
FRC/2020/001/00000020737

The accompanying notes form an integral part of the audited consolidated and separate financial statements.

*2023 numbers have been reclassified, see note 53.

Consolidated and Separate Statements of Changes in Equity

for the year ended 31 December 2024

Group

	Note(s)	Share Capital	Share Premium	Total Share Capital	Treasury Shares	Other Reserves	Retained Profit/ (Accumulated Loss)	Equity attributable to the owners of the company	Non-controlling interest	Total equity
		N million	N million	N million	N million	N million	N million	N million	N million	N million
Group										
Balance at 1 January 2023		**407**	**17,216**	**17,623**	**(4,869)**	**1,664**	**246,679**	**261,097**	**1,445**	**262,542**
Loss for the year		-	-	-	-	-	(133,841)	(133,841)	(3,180)	(137,021)
Other comprehensive loss; net of tax		-	-	-	-	(963)	-	(963)	-	(963)
Total comprehensive loss for the year		**-**	**-**	**-**	**-**	**(963)**	**(133,841)**	**(134,804)**	**(3,180)**	**(137,984)**
Additional share issued	31.1	13	149,146	149,159	-	-	-	149,159	-	149,159
Additional share issued by subsidiary		-	-	-	-	-	-	-	6,300	6,300
Dividends	31.3	-	-	-	-	-	(320,856)	(320,856)	-	(320,856)
Balance at 31 December 2023		**420**	**166,362**	**166,782**	**(4,869)**	**701**	**(208,018)**	**(45,404)**	**4,560**	**(40,844)**
Balance at 1 January 2024		**420**	**166,362**	**166,782**	**(4,869)**	**701**	**(208,018)**	**(45,404)**	**4,560**	**(40,844)**
Loss for the year		-	-	-	-	-	(399,448)	(399,448)	(987)	(400,435)
Other comprehensive loss; net of tax		-	-	-	-	(185)	-	(185)	-	(185)
Total comprehensive loss for the year		**-**	**-**	**-**	**-**	**(185)**	**(399,448)**	**(399,633)**	**(987)**	**(400,620)**
Non-controlling interest acquisition	22.1	-	-	-	-	(12,970)	-	(12,970)	(3,574)	(16,544)
Balance at 31 December 2024		**420**	**166,362**	**166,782**	**(4,869)**	**(12,454)**	**(607,466)**	**(458,007)**	**-**	**(458,007)**
Note(s)		31.1	32		34	33.1				

Consolidated and Separate Statements of Changes in Equity
for the year ended 31 December 2024

Company

	Note(s)	Share Capital N million	Share Premium N million	Total Share Capital N million	Treasury Shares N million	Other Reserves N million	Retained Profit/ (Accumulated Loss) N million	Equity attributable to the owners of the company N million	Non-controlling interest N million	Total equity N million
Company										
Balance at 1 January 2023		407	17,216	17,623	(4,869)	1,664	297,524	311,942	-	311,942
Loss for the year		-	-	-	-	-	(104,510)	(104,510)	-	(104,510)
Other comprehensive loss; net of tax		-	-	-	-	(956)	-	(956)	-	(956)
Total comprehensive loss for the year		-	-	-		(956)	(104,510)	(105,466)	-	(105,466)
Additional share issued	31.1	13	149,146	149,159	-	-	-	149,159	-	149,159
Dividends	31.3	-	-	-	-	-	(320,856)	(320,856)	-	(320,856)
Balance at 31 December 2023		**420**	**166,362**	**166,782**	**(4,869)**	**708**	**(127,842)**	**34,779**	**-**	**34,779**
Balance at 1 January 2024		**420**	**166,362**	**166,782**	**(4,869)**	**708**	**(127,842)**	**34,779**	**-**	**34,779**
Loss for the year		-	-	-	-	-	(360,476)	(360,476)	-	(360,476)
Other comprehensive loss; net of tax		-	-	-	-	(189)	-	(189)	-	(189)
Total comprehensive loss for the year		**-**	**-**	**-**	**-**	**(189)**	**(360,476)**	**(360,665)**	**-**	**(360,665)**
Common control reserve	22.2	-	-	-	-	(30,352)	-	(30,352)	-	(30,352)
Balance at 31 December 2024		**420**	**166,362**	**166,782**	**(4,869)**	**(29,833)**	**(488,318)**	**(356,238)**	**-**	**(356,238)**
Note(s)		31.1	32		34	33.1				

The accompanying notes form an integral part of the audited consolidated and separate financial statements.

Consolidated and Separate Statements of Cash Flows

for the year ended 31 December 2024

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Cash flows from operating activities					
Cash generated from operations*	47	1,415,470	1,377,161	1,435,565	1,396,297
Finance income received	15	23,304	24,554	19,845	24,522
Finance costs paid	16	(443,253)	(212,965)	(443,253)	(212,965)
Tax paid	42	(126,620)	(184,507)	(126,620)	(184,507)
Net cash generated from operating activities		**868,901**	**1,004,243**	**885,537**	**1,023,347**
Cash flows from investing activities					
Acquisition of property and equipment	19.3	(339,900)	(392,997)	(339,900)	(392,997)
Prepayment of right of-use-assets	20.1.1	(51,850)	(34,501)	(51,850)	(34,501)
Acquisition of intangible assets	21.6	(87,303)	(165,029)	(86,980)	(165,029)
Proceeds from sale of property and equipment	14.1	2,643	1,225	2,643	1,225
Addition to contract acquisition costs	23	(7,246)	(5,029)	(7,246)	(5,029)
Decrease/(increase) in restricted cash	28	292,166	(200,456)	292,166	(200,456)
Purchase of non-current FGN bonds	52.1.3	(2,434)	-	-	-
Sale of non-current FGN bonds	52.1.3	-	4,066	-	4,066
Purchase of bonds, treasury bills and foreign deposits	24	(125,230)	(11,943)	(105,621)	(10,170)
Sale of bonds, treasury bills and foreign deposits	24	99,733	38,683	99,733	38,683
Prepaid road investment tax credit cost*	25.1	(18,978)	(17,291)	(18,978)	(17,291)
Acquisition of non-controlling interest	22.1	-	-	(6,950)	-
Investment in subsidiary	22	-	-	(30,000)	(25,200)
Net cash used in investing activities		**(238,399)**	**(783,272)**	**(252,983)**	**(806,699)**
Cash flows from financing activities					
Proceeds from borrowings	36.1	463,348	635,825	463,348	635,825
Repayments of borrowings	36.1	(988,674)	(501,280)	(988,674)	(501,280)
Dividend paid	31.3	-	(171,697)	-	(171,697)
Repayments on lease liabilities	20.2	(204,564)	(110,103)	(204,564)	(110,103)
Acquisition of non-controlling interest from subsidiary	22.1	(6,950)	-	-	-
Net cash flows used in financing activities		**(736,840)**	**(147,255)**	**(729,890)**	**(147,255)**
Net (decrease)/increase in cash and cash equivalents		**(106,338)**	**73,716**	**(97,336)**	**69,393**
Cash and cash equivalents at the beginning of the year		**345,168**	**349,788**	**315,589**	**324,532**
Exchange gain/(loss) on cash and cash equivalents	17	14,579	(78,336)	14,579	(78,336)
Cash and cash equivalents at the end of the year	30	253,409	345,168	232,832	315,589

The accompanying notes form an integral part of the audited consolidated and separate financial statements.

*2023 numbers have been reclassified, see note 53.

Notes to the Audited Consolidated and Separate Financial Statements

1. General information

MTN Nigeria Communications Plc (the Company) was incorporated on 8 November 2000 as a private limited liability company. The Company was granted a licence by the Nigerian Communications Commission on 9 February 2001 to undertake the business of building and operating GSM Cellular Network Systems and other related services nationwide in Nigeria. The Company commenced operations on 8 August 2001 (commercial launch date). Currently, the Company holds a Unified Access Service License (UASL) in addition to a 2GHz Spectrum and Digital Terrestrial TV Broadcasting licence, in addition to others shown in note 20.7.

On 18 April 2019, MTN Nigeria Communications Limited re-registered as a public limited company, MTN Nigeria Communications Plc. The Company was listed by introduction on the Premium Board of the Nigerian Stock Exchange on 16 May 2019. The Company's registered office is at 4, Aromire road, off Alfred Rewane Road, Ikoyi Lagos.

2. Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under Accounting Standards to IFRS. In addition, complies with the requirements of the Financial Reporting Council of Nigeria (Amendment) Act, 2023, and the Companies and Allied Matters Act of Nigeria (CAMA), 2020.

The Group has adopted all new accounting pronouncements that became effective in the current reporting period, none of which had a material impact on the Group or the Company. The consolidated and separate financial statements are presented in Naira and rounded to the nearest millions, except where stated otherwise.

The financial statements have been prepared on a going concern basis. Nothing has come to the attention of the directors to indicate that the Group will not remain a going concern for at least twelve months from the date of these financial statements.

3. Going concern

The Group's and Company's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the Group and Company should be able to operate within their current funding levels. The Directors have outlined in their report a series of measures to address the Group's negative reserves that was brought about due to the massive devaluation of the Naira in the financial year. The directors therefore, have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for the foreseeable future. The Group therefore continues to adopt the going concern basis in preparing the audited consolidated and separate financial statements.

4. Material accounting policies

The material accounting policies applied in the preparation of these audited consolidated and separate financial statements statements are set out below and in the related notes to the audited consolidated and separate financial statements. The policies applied are consistent with those adopted in the prior year unless otherwise stated.

4.1 Basis of measurement

The audited consolidated and separate financial statements have been prepared under the historical cost basis except for derivatives measured at fair value and debt instruments measured at fair value through profit or loss and at fair value through other comprehensive income and for the following items which have been measured on an alternative basis on each reporting date:

- Defined benefit obligations at present value of the obligation.
- Shared based transactions at grant date fair value of the equity instrument issued.
- Derivative financial instruments measured at fair value.
- Inventory at lower of cost and net realisable value.
- Lease liabilities at present value of future lease payments.

4.2 Consolidation

4.2.1 Basis of consolidation

The consolidated financial statements include the financial statements of the Group and its subsidiaries, XS Broadband Limited, Visafone Communications Limited (now liquidated), Yello Digital Financial Services Limited and MoMo Payment Service Bank Limited companies incorporated in Nigeria. The subsidiaries are wholly owned and controlled by the Group Control exists when the Group is exposed, or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries. The subsidiaries are fully consolidated from the date on which control is obtained and deconsolidated from the date that control ceases. Intercompany transactions, balances, income and expenses, and profits and losses are eliminated.

The acquisition method is used to account for the acquisition of subsidiaries by the Group. The consideration transferred is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of acquisition. Acquisition-related costs are recognised in profit or loss. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interests.

Non-controlling interest

Non-controlling interests are measured at their proportionate share of the acquiree's identifiable net assets at the acquisition date. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary.

4.2.2 Investments in subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if it is exposed to or has the rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it has control if there are changes to one or more elements of control. This includes circumstances in which protective rights held become substantive and lead to the Group having control over an investee. The financial statements of subsidiaries are consolidated from the date the Group acquires control, up to the date that such effective control ceases.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (transactions with owners). When the proportion of the equity held by Non-Controlling Interests (NCI's) changes, the carrying amounts of the controlling and NCIs are adjusted to reflect the changes in their relative interests in the Subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the Group.

Inter-company transactions, balances and unrealised gains on transactions between companies within the Group are eliminated on consolidation. Unrealised losses are also eliminated in the same manner as unrealised gains, but only to the extent that there is no evidence of impairment. Accounting policies of subsidiaries are consistent with the policies adopted by the Group. In the separate financial statements, investments in subsidiaries are measured at cost less impairments.

Change in ownership interest

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Group.

Loss of control

On loss of control, the Group derecognises the assets and liabilities of the subsidiary, any related non-controlling interests and the other components of equity relating to a subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently, that retained interest is accounted for as an equity-accounted investee or as a financial asset depending on the level of influence retained.

4.23 Predecessor accounting

The Group applies predecessor accounting for business combinations involving entities under common control. This policy is in accordance with the principles of IFRS Accounting Standards, specifically considering the lack of explicit guidance on common control transactions.
This policy applies to all business combinations involving entities under common control within the Group.

Recognition and measurement:
Assets and liabilities:

- The assets and liabilities of the acquired entity are recognised at their carrying amounts in the consolidated financial statements of the ultimate parent entity at the date of the combination
- No adjustments are made to reflect fair values or recognise any new assets or liabilities, including contingent liabilities, at the date of the combination.

Consideration transferred:
The consideration transferred is measured at the carrying amount of the assets given, liabilities incurred, and equity instruments issued by the relevant entity.

Goodwill and gain on bargain purchase:
No goodwill is recognised. Any difference between the consideration transferred and the carrying amount of the net assets acquired is recognised in equity.

Comparative information:
Business combination under common control is reflected only in the current period, with no adjustments to prior periods.

4.3 Foreign currency translation

Functional and presentation currency

Items included in the audited consolidated and separate financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The audited consolidated and separate financial statements are presented in Naira, which is also the functional currency of the Company.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the reporting date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

4.4 Revenue

The Group principally generates revenue from providing mobile telecommunications services, such as network services (comprising data, voice and short message service: SMS), value added services (VAS), digital, interconnect and roaming services, as well as from the sale of mobile devices. Products and services may be sold separately or in bundled packages.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over a product or service to a customer.

For bundled packages, the Group accounts for individual products and services separately if they are distinct i.e. if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it. The consideration is allocated between separate products and services in a bundle based on their stand-alone selling prices. The stand-alone selling prices are determined based on the list prices at which the Group sells mobile devices and network services separately.

Categories of revenue

The main categories of revenue and the basis of recognition are as follows:

Mobile telecommunication services

The Group provides mobile telecommunication services, including network services, value added services (VAS) and digital services. Network services (comprising voice, data, SMS (person to person) are considered to represent a single performance obligation as all are provided over the MTN network and transmitted as data representing a digital signal on the network. The transmission of voice, data and SMS all consume network bandwidth and therefore, irrespective of the nature of the communication, the subscriber ultimately receives access to the network and the right to consume network bandwidth.

Digital revenue is any value added service that involves the application in transacting (i.e. application to person SMS, person to application SMS, Unstructured Supplementary Service Data (USSD), Interactive Voice Response (IVR) and revenue from cloud and infrastructure services, information and communication technology. These services include rich

media, insurance and e-commerce services.
Value added services includes airtime lending and mobile money (Fintech), subscriber identification module (SIM) back up services and voice based services.

Other information

The Group recognises revenue from these services as they are provided. Revenue is recognised based on actual units of network services provided during the reporting period as a proportion of the total units of network services to be provided. The customer receives and uses the benefits of these services simultaneously.

Customers either pay in advance for these services. A contract liability is recognised for amounts received in advance, until the services are provided or when the usage of services becomes remote.

When the Group expects to be entitled to breakage (forfeiture of unused value or network services), the Group recognises the expected amount of breakage in proportion to network services provided versus the total expected network services to be provided. Any unexpected amounts of breakage are recognised when the unused value of network services expire or when usage thereof becomes remote. Assessment of breakage is updated each reporting period and any resulting change is accounted for prospectively as a change in estimate in terms of IAS 8 Accounting policies, changes in accounting estimates and errors.

Mobile devices

The Group sells a range of mobile devices. The Group recognises revenue when customers obtain control of mobile devices, being when the customers take possession of the devices. For mobile devices sold separately, customers pay in full at the point of sale. For mobile devices sold in bundled packages, the Group allocates the transaction price to the device and the network services based on the stand-alone selling prices. The Group is obligated to replace a faulty device or accessory with another device/accessory. No cash refund is provided to the customer.

Interconnect and roaming

The Group provides interconnect and roaming services. The Group recognises interconnect and roaming revenue and debtors as the service is provided unless it is not probable (based on historical information) on transaction date that the interconnect revenue will be received, in which case interconnect revenue is recognised only when the cash is received or where a right of set-off exists with interconnect parties in settling amounts.

The Group has considered historical payment patterns (i.e. customary business practice) in assessing whether the contract contains a significant financing component. For contracts containing a significant financing component, the Group reduces interconnect and roaming revenue and recognises interest revenue over the period between satisfying the related performance obligation and payment.

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Certain commissions incurred by the Group in obtaining customer contracts that are payable to third party agents qualify as incremental costs. The Group recognises such commissions as an asset, included as contract acquisition costs, if it expects to recover these costs. The asset is amortised on a straight-line basis over the estimated subscriber tenure on the network. The amortisation period ranges from 18 months to 48 months.

In terms of a practical expedient, the Group has elected to recognise the incremental costs of obtaining contracts in profit or loss, when incurred, if the amortisation period of the assets that the Group otherwise would have recognised is 12 months or less.

Contract costs are assessed for impairment in terms of IAS 36 Impairment of Assets (IAS 36) when there is an indication of impairment.

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due. A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

Revenue received on prepaid contracts is deferred and recognised when services are utilised by the customer or on termination of the customer relationship. Breakage is recognised in proportion to the pattern of rights exercised by the customer or when utilisation thereof becomes remote.

4.5 Employee benefits

4.5.1 Short-term employee benefits

Remuneration to employees in respect of services rendered during a reporting year is recognised on an undiscounted basis as an expense in that reporting period. A liability is recognised for accumulated leave and for other short-term benefits when there is no realistic alternative other than to settle the liability, and at least one of the following conditions is met:

- there is a formal plan and the amounts to be paid are determined before the time of issuing the financial statement;

or

- achievement of previously agreed bonus criteria has created a valid expectation by employees that they will receive a bonus and the amount can be determined before the time of issuing the financial statements.

4.5.2 Share-based payment

At the beginning of 2022, MTN Nigeria commenced a new share scheme for its employees comprising of the Performance Share Plan (PSP) and Employee Share Ownership plan (ESOP). The scheme replaces the Notional Share Option (NSO) scheme and is being managed by Vetiva Trustees Limited.

The Notional Share Option (NSO) scheme will be wound up once all unvested and/or unexercised awards previously made have run their course. It is a cash-settled scheme on which gains are calculated from appreciation in both the MTN Group share price and operational performance measured using EBITDA. The strike price for the NSO schemes are determined by the closing market price of the MTN Group Limited shares on the day prior to the date of allocation. Unexercised options and rights lapse 10 years from the date of grant and are forfeited if the employee leaves the group before they vest.

The Performance Share Plan (PSP) is a conditional share offer to its management employees. PSP awards are conditional rights to receive a certain number of shares by qualifying participants annually. The vesting period for the PSP is three years and the awards vest in full based on set performance targets. Employees are not entitled to receive dividends on the shares during the vesting period.

The Employee Share Ownership Plan (ESOP) is a one-off share offer to its eligible non-management employees at no cost to participants. The plan is not tied to the company performance. The shares will vest as follows:

- 1/3 vesting after 3 years,
- the second 1/3 after 4 years and
- the final 1/3 after 5 years of the grant date.

The fair value of share options granted is estimated at the date of grant using a Monte-Carlo simulation model, taking into account the terms and conditions on which the share options were granted.

4.5.3 Long service award

The long service award is a non-contributory benefit. Employees are automatically beneficiaries of the long service award after completing five consecutive years of service with the Company and accrued over the service lives of the employees. Independent actuarial valuations are performed periodically on a projected unit credit basis. Remeasurement gains or losses and curtailment gains or losses arising from valuations are recognised in the profit or loss.

4.5.4 Post employment benefits

a) Pension contribution plan

The Group's end of service benefits scheme has been in existence since 1 February 2004 as a defined contribution Scheme governed by the Scheme's Trust Deeds and Rules. All full-time employees contribute 8% of monthly emoluments while the Group contributes 10% of monthly emoluments in line with the Pension Reform Act 2014 guidelines. Monthly emoluments comprise of basic salary, housing allowance, transport allowance, leave allowance, 13th month allowance and passage allowance. These contributions are recognised as employee benefits expense when they are due.

b) Termination benefits

Termination benefits are benefits that may be payable when an employee's employment is terminated before the normal retirement date due to death or retrenchment or whenever an employee accepts voluntary redundancy in exchange for these benefits.

The Company recognises termination benefits at the earlier of the following dates:

- When the Group can no longer withdraw the offer of those benefits; or
- When the Group recognises costs for a restructuring that is within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets that include the payment of termination benefits.

In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the reporting date are discounted to their present value.

c) Retirement benefits

Employees' retirement benefits are calculated based on number of years of continuous service, and upon attaining the compulsory retirement age of 60 years. Lump sum benefits payable upon retirement of employment are fully accrued over the service lives for all full-time employees. Remeasurement gains/losses arising from valuations are charged in full to other comprehensive income.

4.6 Finance income and expenses

Finance income comprises interest income on funds invested, changes in fair value of financial assets through profit or loss, compensation for time value of money on road infrastructure tax scheme and Interest income is recognised as it accrues in profit or loss, using the effective interest rate method.

Finance expenses comprise interest expenses on borrowings, unwinding of the discount on provisions, changes in fair value of financial assets through profit or loss that are recognised in profit or loss.

4.7 Taxation

Income tax charge is the sum of current and deferred tax. Income taxes are recognised in profit or loss unless they relate to items that are recorded in Other Comprehensive Income (OCI) in which case the tax is recorded in OCI. The Group determines the tax due based on expected amount payable and on an individual tax position basis.

Current income tax

Current tax is the expected tax payable (companies income tax and tertiary education tax) on the taxable income for the year determined in accordance with the provisions of the Companies Income Tax Act and Tertiary Education Tax Act using the tax rate enacted or substantively enacted as at the reporting date.

Minimum tax is which is computed at 0.5% of gross turnover. This is in line with the provisions of Section 33 of Company Income Tax Act (CITA) which imposes a minimum tax where a company has no taxable profits, or the tax payable is less than the minimum tax computed.

Deferred income tax

Deferred tax is recognised using the liability method, providing for temporary differences arising between the tax base of assets and liabilities and their carrying amount in the financial statements. Deferred tax liabilities are recognised for all taxable temporary differences except;

a. the initial recognition of goodwill; or
b. the initial recognition of an asset or liability in a transaction which:
    i. is not a business combination; and
    ii. at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss)

Deferred tax is measured at the statutory tax rate enacted or substantively enacted at the reporting date and are expected to apply to temporary differences when they reverse. Deferred tax asset is recognised for unused tax losses or deductible temporary difference only to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same authority.

Deferred tax on decommissioning liabilities is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Decommissioning liabilities relates to the estimate of the costs of dismantling and removing items of property and equipment and restoring the item and site on which the items are located to their original condition. The Group only recognises these decommissioning costs for the proportion of its overall number of sites for which it expects decommissioning to take place.

4.8 Other statutory levies

Information Technology Development Levy (ITDL)

Information Technology Development Levy is computed and recognised at one percent of profit before tax in line with National Information Technology Development Act of 2007. The levy is recognised in the profit or loss.

National Agency for Science and Engineering Infrastructure (NASENI) levy

The Finance Act 2021 imposed the National Agency for Science and Engineering Infrastructure (NASENI) levy of 0.25% of profit before tax on commercial companies and firms with turnovers of N100,000,000 and above in certain sectors, including banking, telecommunications, ICT, aviation, maritime, and oil and gas with effect from effective 1 January 2022. The levy is calculated based on 0.25% of the profit before tax, collectible by the Federal Inland Revenue Service (FIRS) on behalf of NASENI Agency and it is tax deductible. The levy is recognised in the profit or loss.

4.9 Property and equipment

Property and equipment are measured at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of the equipment. Included in property and equipment is the estimated amount required for the decommissioning, dismantling and restoration of network sites, where there is a legal obligation to restore such sites to their original condition.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the costs can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the profit or loss during the period in which they are incurred.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.
Property and equipment under construction is measured at initial cost and depreciated over its useful life from the date the asset is available for use in the manner intended by management. The cost of construction recognised includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located, and borrowing costs on qualifying assets. Assets are transferred from capital work in progress to an appropriate category of property and equipment when commissioned and ready for intended use.

The Group capitalises borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. A qualifying asset is deemed to be an asset which takes more than 12 months to acquire, construct or produce. Borrowing costs include general and specific borrowings directly attributable to the acquisition, construction or production of qualifying assets. Other borrowing costs are expensed in profit or loss.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in statement of profit or loss.

Property and equipment acquired in exchange for non-monetary assets are measured at the fair value unless the exchange transaction lacks commercial substance or the fair value of the assets cannot be reliably measured. Assets received in the exchange transaction that are not measured at fair value are measured at the carrying value of the asset given up.

A transaction has commercial substance if the difference in either of the points below is significant relative to the fair value of the assets exchanged:

a. the configuration (risk, timing and amount) of the cash flows of the asset received differs from the configuration of the cash flows of the asset transferred; or
b. the entity-specific value of the part of the operations affected by the transaction changes as a result of the exchange.

In instances whereby the Group receives assets for no consideration (free of charge), the Group accounts for these at cost in accordance with IAS 16 Property, and Equipment, being zero value. Where assets are received free of charge relating to settlement arising from business interruption, the assets are recognised at their fair value. Rebates\asset vouchers received from suppliers are applied against future purchases to reduce the amount payable to the respective supplier and the cost of the asset.

Depreciation

Depreciation of property and equipment recognised to write off the cost of the asset to its residual value, on a straight line basis, over its expected useful life as follows:

Item	Useful life
Buildings	10 - 15 years
Information systems, furniture and office equipment	2 - 15 years
Motor vehicles	5 years
Network Infrastructure	2 - 15 years
Leasehold improvements	10 - 15 years

Land is not depreciated. Capital work in progress is not depreciated but tested for impairment every reporting period. The depreciation method and the assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. Depreciation is charged to profit or loss.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the proceeds from the disposal and the carrying amount of the asset, and is included in profit or loss.

Impairment

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit).

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis. When an impairment loss subsequently reverses, the carrying amount of the asset (or cash- generating unit) is increased to the revised estimate of its recoverable amount, but limited to the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4.10 Leases

The Group's leases include network infrastructure (including tower space and land), retail stores, vehicles, and office equipment. Rental contracts are typically made for fixed periods varying between two to twelve years but may have renewal periods as described below. At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

4.10.1 Group as lessee

4.10.1.1 Lease liability

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date. This is the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

A number of lease contracts include both lease and non-lease components (e.g., maintenance, security, etc.). The Group allocates the consideration in the contract to each lease and non-lease component based on their relative stand-alone selling prices. The stand-alone selling prices of each component are based on available market prices. The Group has not elected the practical expedient to account for non-lease components as part of its lease liabilities and right-of-use assets. Therefore, non-lease components are accounted for as operating expenses and are recognised in profit or loss as they are incurred.

4.10.1.2 Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Depreciation of right-of-use assets is recognised to write off the cost of the asset, on a straight line basis, over its lease term as follows:

Item	Useful life
Base station land	2 - 4 years
Property leases	2 - 10 years
Motor vehicles	4 - 5 years
Network Infrastructure	5 - 12 years

4.10.2 Group as lessor

Leases for which the group is a lessor are classified operating leases. Lease payments from operating leases are recognised on a straight-line basis over the term of the relevant lease.

4.10.3 Short-term leases and lease of low-values assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e., below $5,000 or N1.8 million). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

4.10.4 Significant judgement in determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancelable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases to lease the assets for additional terms of three to five years. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

The Group included the renewal period as part of the lease term for leases of office equipment due to the relevance of these assets to its operations. These leases have a short non-cancelable period of two years and there will be a negative effect on operations if a replacement is not readily available. A number of leases entitled both the Group and the lessor to terminate the lease without a termination penalty. In determining whether the Group has an economic incentive to not exercise the termination option, the Group considers the broader economics of the contract and not only contractual termination payments.

4.11 Intangible assets

In accordance with criteria set out in IAS 38 - "Intangible assets", intangible assets are recogised only if identifiable; controlled by the entity because of past events; it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably.
Intangible assets with finite useful lives that are carried at cost less accumulated amortisation and accumulated impairment losses. Intangible assets are amortized using the straight-line method over their useful lives.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is unrecognised.

Computer software

Computer software licences are capitalised on the basis of the costs incurred to acquire and bring the specific software into use. These costs are amortised using the straight-line method over their estimated useful life (three years) and carried at cost less accumulated amortisation and impairment losses. Costs associated with maintaining computer software programs are recognised as an expense as incurred. Subsequent expenditure on computer software is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

The amortisation method, useful lives and residual values are reviewed at each financial period-end and adjusted if appropriate. Computer software are derecognised on disposal or when no future economic benefits are expected from their use. Software integral to an item of hardware equipment is classified as property, and equipment. Amortisation is charged to the profit or loss.

Licences

Licences have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of licences over their useful lives or contract terms. Amortisation on licences and spectrum fees are charged to profit or loss.

Goodwill

Goodwill in the consolidated financial statement is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date fair values of the identifiable assets acquired and liabilities assumed. If, after reassessment, the net of the acquisition date fair values of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), such excess is recognised immediately in profit or loss as a bargain purchase.

Any changes resulting from additional and new information about events and circumstances that existed at the acquisition date and, if known, would have affected the measurement of the amount recognised at that date, are considered to be measurement period adjustments. The Group retrospectively adjusts the amounts recognised for measurement period adjustments. The measurement period ends when the acquirer receives all the information that they were seeking about the facts and circumstances that existed at the acquisition date or learns that information cannot be obtained. The measurement period shall, however, not exceed one year from the acquisition date. To the extent that changes in the fair value relate to post-acquisition events, these changes are recognised in accordance with the IFRS accounting standards applicable to the specific asset or liability.

4.12 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

4.12.1 Financial assets

Initial recognition, measurement and classification

The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Financial assets are classified into the following categories:
- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVOCI)
- Financial assets at fair value through profit or loss (FVTPL)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if both of the following conditions are met:
- The financial asset is held within a business model with the objective to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Group's financial assets at amortised cost includes trade receivables, other and current investments, restricted cash, cash and cash equivalents.
- Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, then they are recognised at fair value.
- Other and current investments comprise investment in treasury bills with maturity periods, that are more than three months but less than twelve months.
- Restricted cash represents deposits with banks to secure letters of credit, collateral against repayment of borrowings and bank guarantee on garnishees against court judgements.

- Cash and cash equivalents comprise cash in hand, in current accounts which is a non-interest bearing demand deposit, Naira deposits held on call and other highly liquid investments with original maturities of three months or less.

Financial assets at fair value through other comprehensive income

The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling and;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category includes investments in Federal Government Treasury bills and bonds. For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss. The Group's debt instruments at fair value through OCI includes investments in Federal Government Treasury bills included under current investments.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and investments in Federal Government Treasury bills and bonds. Derivatives are initially recognised at fair value on the date the derivative contract is entered into and attributable transaction costs are recognised in profit or loss when incurred. Subsequently derivatives are measured at fair value through profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

4.12.2 Financial liabilities

Initial recognition and measurement

Financial liabilities comprise trade and other payables, borrowings and other non-current liabilities (excluding provisions). Financial liabilities are initially measured at fair value, net of transaction costs incurred and are subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities if payment is required within 12 months and non-current where the settlement of the liability is for at least 12 months after the reporting date.

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at amortised cost

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less, if not they are presented as non-current liabilities.

Financial liabilities at fair value through profit or loss

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

4.12.3 Impairment - expected credit losses

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECL is the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

For debt instruments at fair value through OCI, the Group applies the low credit risk simplification. At every reporting date, the Group evaluates whether the debt instrument is considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the internal credit rating of the debt instrument. In addition, the Group considers whether there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group's debt instruments at fair value through OCI comprise solely of Federal Government Treasury Bills that are graded in the non-investment category (B- to B+) by the Standard & Poor's (S&P), but are considered to be low credit risk investments as the risk of default is low. The Group uses the ratings from the S&P both to determine whether the debt instrument has significantly increased in credit risk and to estimate ECLs.

4.12.4 Reclassification

Financial instruments are not reclassified unless the group changes its business model. In rare circumstances where the group does change its business model, reclassifications are done prospectively from the date that the group changes its business model.

4.12.5 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts, there is an intention to settle on a net basis and to realise the assets and settle the liabilities simultaneously.

4.12.6 Derecognition

Financial assets are derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired or;
- The Group has transferred substantially all of the risks and rewards of the asset.

On derecognition of a financial asset, any difference between the carrying amount extinguished and the consideration paid is recognised in profit or loss.

Financial liabilities are derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The gain or loss in the respective carrying amounts is recognised in the statement of profit or loss.

4.13 Inventories

Inventories comprises cellular telephones, accessories, starter packs and prepaid cards and are measured at the lower of cost and net realisable value. The cost of inventory is determined using the weighted average method and includes directly attributable costs such as custom duties, freight and handling costs. Net realisable value represents the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Where appropriate, allowance is made for obsolete, slow moving and defective inventory.

4.14 Share capital

Ordinary shares are classified as equity. Incremental external costs directly attributable to the issue of new shares or share options are recognised in equity as a deduction, net of tax from the proceeds.

4.15 Dividends

Interim dividends on ordinary shares are recognised as a liability and a reduction from equity, in the period in which they are approved by the Board of Directors.

Final dividends on ordinary shares are recognised as a liability and a reduction from equity, in the period in which they are recommended by the Board of Directors and ratified by the shareholders.

4.16 Treasury shares

Where the Company purchases its shares, the consideration paid is deducted from shareholders' equity as treasury shares until they are cancelled. Where such shares are subsequently reissued or sold, any consideration received is included in shareholders' equity. These treasury shares represent the shares held by Trustee for the new MTN Nigeria Employee share scheme which have not yet been allocated to staff based on the predetermined vesting conditions.

4.17 Impairment of assets

Goodwill and investment in subsidiaries

The Group accounts for investment in subsidiaries at cost less impairment losses.

The Group tests goodwill for impairment on an annual basis. Impairment is determined by assessing the recoverable amount of each CGU to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

Impairment of right-of-use assets

The Company applies IAS 36 Impairment of assets to determine whether the right-of-use assets are impaired.

4.18 Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event for which it is more likely than not that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision to pay a levy is not recognised until the obligating event specified in the legislation occurs, even if there is no realistic opportunity to avoid the obligation. Provisions are not recognised for future operating losses. Provisions are measured at the present value of the expected outflow of resources required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as a finance cost.

Decommissioning provision relates to the estimate of the costs of dismantling and removing items of property and equipment and restoring the item and site on which the items are located to their original condition. The Group only recognises these decommissioning costs for the proportion of its overall number of sites for which it expects decommissioning to take place. The expected percentage has been based on actual experience in the respective operations.

Contingent assets and contingent liabilities are not recognised. Contingencies are disclosed in 56.

4.19 Assets held for sale

Assets are classified as held for sale and are stated at the lower of their carrying amount and fair value less cost to sell when their carrying amounts are to be recovered principally through sale rather than continued use and the sale is considered to be highly probable. These assets are recognised under non-current assets.

4.20 Segmental reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the other components, whose operating results are reviewed regularly by the Executive Committee (EXCOM), to make decisions about resources allocated to each segment and assess its performance, and for which discrete financial information is available. All costs that are directly traceable to the operating segments are allocated to the segment concerned.

5. Sustainability disclosure

MTN Nigeria Communications Plc has seen a growing interest from stakeholders regarding the potential impact of climate change on its financial performance, in line with Climate Change Act 2021 and Financial Reporting Council of Nigeria (FRC) road map on IFRS Sustainability Disclosure Standards - IFRS S1 and IFRS S2 Standards. As part of Its accounting practice, MTN Nigeria Plc identifies critical accounting judgments and key sources of estimation uncertainty, including assessing the influence of climate change on both the consolidated and separate financial statements.

Management has designed a formal process for assessing the potential financial implications stemming from climate change-related risks on the company's financial statements. These risks primarily concern the useful lives of all property and equipment items, including retirement obligations for Right of Use assets, the possibility of goodwill impairment, and other long-lived asset impairments. The process also covers the recoverability of deferred tax assets for the Group and Company. The process is consistent with statutory requirements as set out in FRC road map. The Group, exercising significant judgment, has concluded that there are no significant financial impacts of climate-related risks and opportunities on the consolidated and separate financial statements as at 31 December 2024.

However, as the future impacts of climate change are dependent on various environmental, regulatory, and other factors beyond the Company and group's control and not currently known to management, we will continue to review these judgments and process. This is necessary to ensure that we remain up to date with any potential future changes in the financial impacts of climate-related risks and opportunities. It is important to note that this process is tangentially based on the available data and current understanding of climate change-related risks.

Here are the key areas in which MTN Nigeria conducted an impact assessment concerning climate change

S/No	Key areas for impact assessment of climate change	Climate change effect and impact
1	Note 8 - Critical accounting judgements and assumptions	The Group and Company have active impact assessment process to ascertain the potential financial impact of climate change-related risks on financial statements particularly risks bordering on the useful lives of all items of property and equipment including retirement obligations for Right of Use assets, the possibility of impairment of goodwill and other long-lived assets, and the recoverability of deferred tax assets of the group. The assessment process is in tandem with the statutory requirements and Climate Change Act 2021. The Group and Company in exercising its significant judgement, conclude that there are no material financial impacts of climate-related risks and opportunities on the consolidated and separate financial statements as at 31 December 2024. Management will keep these judgements under review because the future impacts of climate change depend on environmental, regulatory and other factors outside of the control of the group which are not known to the management currently.
2	Property and equipment	The Group makes significant investments in network equipment and infrastructure - the base stations and technology required to operate the networks - that form most of the property and equipment. Based on management judgement, there is no material impact of climate related risks on the items of property and equipment.
3	Deferred tax assets	The recovery of deferred tax assets is dependent on forecasts of future profitability and the climate related risks identified by the group in the recovery of those assets. Based on management judgement, there is no material impact of climate related risks on deferred tax assets.
4	Goodwill	In assessing the Goodwill for impairment, impact of climate-related matters was considered in accordance with statutory requirements in respect of climate change Act of Nigeria, resulting in compliance on MTN's part. Based on management judgement, there is no material impact of climate related risks on Goodwill
5	Retirement obligations for right of use assets	The Group's leases include network infrastructure (including tower space and land), retail stores, vehicles, and office equipment. Based on management judgement, there is no material impact of climate related risks on retirement obligations for Right of use assets.

In conclusion, management has determined that there are no material financial impacts of climate-related risks on the company's financial statements as at 31 December 2024. Nevertheless, the group remain resolute in recognizing the uncertainty of future climate change impacts and will continue to monitor the situation as new environmental, regulatory, and other factors emerge.

6. New standards and interpretations

6.1 Standards and interpretations effective for the first time for 31 December 2024 year end

In the current year, the Group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

1. Classification of liabilities as current or non-current and non-current liabilities with covenants - Amendments to IAS 1

In January 2020 and October 2022, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

a. What is meant by a right to defer settlement
b. That a right to defer must exist at the end of the reporting period
c. That classification is unaffected by the likelihood that an entity will exercise its deferral right
d. That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

In addition, a requirement has been introduced whereby an entity must disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

The amendments had no impact on the Group's consolidated and separate financial statements.

2. Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

The amendment to IFRS 16 Leases specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.
The amendment does not prescribe specific measurement requirements for lease liabilities arising from a leaseback. The initial measurement of the lease liability arising from a leaseback may result in a seller-lessee determining 'lease payments' that are different from the general definition of lease payments in Appendix A of IFRS 16. The seller-lessee will need to develop and apply an accounting policy in accordance with IAS 8 that results in information that is relevant and reliable.

The amendments had no impact on the Group's consolidated and separate financial statements.

3. Amendments to IAS 7 and IFRS 7 - Supplier Finance Arrangements

The amendments specify disclosure requirements to enhance the current requirements, which are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments clarify the characteristics of supplier finance arrangements. In these arrangements, one or more finance providers pay amounts an entity owes to its suppliers. The entity agrees to settle those amounts with the finance providers according to the terms and conditions of the arrangements, either at the same date or at a later date than that on which the finance providers pay the entity's suppliers.

While this amendment did not impact any opening balances, the required disclosures for the supply chain financing arrangement entered into during the year are provided in note 36.

6.2 Standards and interpretations not yet effective

The Group has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the Group's accounting periods beginning on or after 1 January 2025 or later periods. The Group is still assessing the impact of these new standards.

1. Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7

The amendments clarify that a financial liability is derecognised on the 'settlement date' and introduce an accounting policy choice to derecognise financial liabilities settled using an electronic payment system before the settlement date.

Other clarifications include the classification of financial assets with ESG linked features via additional guidance on the assessment of contingent features. Clarifications have been made to non-recourse loans and contractually linked instruments.

Additional disclosures are introduced for financial instruments with contingent features and equity instruments classified at fair value through OCI.

The amendments are effective for annual periods starting on or after 1 January 2026. Early adoption is permitted, with an option to early adopt the amendments for contingent features only.
The amendments are not expected to have material impact on the Group and the Group does not plan to adopt the amendments earlier than the effective date.

2. IFRS 18 - Presentation and Disclosure in Financial Statements

The objective of IFRS 18 is to set out requirements for the presentation and disclosure of information in general purpose financial statements (financial statements) to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. Among other requirements, this new standard requires:

- income and expenses in the income statement to be classified into three new defined categories-operating, investing and financing-and two new subtotals-"Operating profit or loss" and "Profit or loss before financing and income tax".
- disclosures about management-defined performance measures (MPMs) in the financial statements. MPMs are subtotals of income and expenses used in public communications to communicate management's view of the company's financial performance.
- disclosure of information based on enhanced general requirements on aggregation and disaggregation. In addition, specific requirements to disaggregate certain expenses, in the notes, will be required for companies that present operating expenses by function in the income statement.

The amendments are effective for annual reporting periods beginning on or after 1 January 2027. Upon adoption, the Group will change the extent of information disclosed in the notes to the financial statements to include management defined performance measures. The Group will also change the aggregation and disaggregation of certain expenses in the note to the financial statements. However, the standard is not expected to impact on the measurement of items reported in the financial statements. The Group did not plan to adopt the standard earlier than the effective date.

3. IFRS 19 - Subsidiaries without Public Accountability: Disclosures

IFRS 19, which permits eligible subsidiaries to apply reduced disclosure requirements while applying the recognition, measurement and presentation requirements in IFRS Accounting Standards.

An entity is eligible to apply IFRS 19 in its consolidated, separate or individual financial statements if it meets the eligibility criteria at the end of the reporting period.

The eligibility criteria are:

- the entity is a subsidiary (as defined in Appendix A of IFRS 10 Consolidated Financial Statements);
- the entity does not have public accountability; and
- the entity has an ultimate or intermediate parent that produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

An intermediate parent that does not have public accountability and meets the above eligibility conditions is permitted to apply IFRS 19 in its separate financial statements even if it does not apply IFRS 19 in its consolidated financial statements.

An entity has public accountability if:

- its debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market; or
- it holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses.

The standard is effective for annual reporting periods beginning on or after 1 January 2027. The standard is not expected to have impact on the Group and separate financial statements because the Company is a listed entity.

4. Amendment to IAS 21 - Lack of Exchangeability

The amendments to IAS 21 clarify how an entity should assess whether a currency is exchangeable.

Where a currency is not exchangeable, the standard provides guidance on how the spot exchange rate should be determined. Also, where the spot rate is estimated, there are some additional disclosures which are required to enable users of financial statements to understand the impact of a currency not being exchangeable.

Under the amendments, a currency is said to be exchangeable into another currency when an entity can obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations (IAS 21 para 8).

A currency is not exchangeable into the other currency if the entity is able to obtain no more than an insignificant amount of the other currency at the measurement date for the specified purposes (IAS 21 para 8B).

The amendment to IAS 21 not expected to have an impact on Group reporting.

The amendments are effective for annual reporting periods beginning on or after 1 January 2025. The Group does not plan to adopt these amendments earlier that the effective date.

5. Sale or Contribution of Assets between an Investor and its Associate or Joint Venture – Amendments to IFRS 10 and IAS 28

In December 2015, the IASB decided to defer the effective date of the amendments until such time as it has finalised any amendments that result from its research project on the equity method. Early application of the amendments is still permitted.

Key requirements

The amendments address the conflict between IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognised when a transfer to an associate or joint venture involves a business as defined in IFRS 3 Business combinations. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognised only to the extent of unrelated investors' interests in the associate or joint venture.

Transition
The amendments must be applied prospectively. Early application is permitted and must be disclosed. Although, the Group plans to defer adoption until the IASB finalises its research project on the equity method.

Impact
The amendments had no impact on the Group's consolidated and separate financial statements.

6. Contracts Referencing Nature-dependent Electricity (previously Power Purchase Agreements) (Amendments to IFRS 9 and IFRS 7)

On 18 December 2024, the IASB issued amendments to enhance the reporting of financial effects from nature-dependent electricity contracts, commonly structured as power purchase agreements (PPAs).

These contracts help companies secure electricity from wind and solar sources. Since the amount of electricity generated under these contracts may vary based on uncontrollable factors related to weather conditions, current accounting requirements may not adequately capture how these contracts affect a company's performance. To address this, the IASB amended IFRS 9 and IFRS 7 to improve disclosure.

Key requirements

The amendments include:

a) Clarifying the application of 'own-use' requirements,
b) Allowing hedge accounting for these contracts when used as hedging instruments, and
c) Introducing new disclosures to help investors assess their impact on financial performance and cash flows.

Transition
The amendments take effect for annual reporting periods beginning on or after 1 January 2026, with early adoption permitted.

Impact
The amendments had no impact on the Group's consolidated and separate financial statements.

7. Segment information

The Group has identified three reportable segments that are used by the Executive Committee (EXCOM) to make key operating decisions. All operating segment results are reviewed regularly by EXCOM to make decisions about resources to be allocated and to assess its performance. The reportable segments are largely grouped according to customer type for which discrete financial information is available. The customer segments are as follows:

- Consumer Business Unit (CBU)
- Enterprise Business Unit (EBU)
- Wholesale Business Unit (WBU)

Operating results are reported and reviewed regularly by the EXCOM and include items directly attributable to a segment.

Business segment	Description
Customer Business Unit (CBU)	It consists of subscribers sitting in value propositions and tariff plans dedicated to three sub segments: Youth, High Value and Mass segments. All MTN customers are assumed to fall within CBU except where otherwise stated.
Enterprise Business Unit (EBU)	Enterprise customers are mostly corporate and small medium organisations whose business requires our products, services and solutions to serve their everyday business needs.
Wholesale Business Unit (WBU)	The Wholesale business, serves customers who buy MTN telecom products in bulk with the intention to re-sell these products (mobile or fixed) to their external clients.

A key performance measure of the Group is gross margin. This is defined as revenue less direct costs. The table below presents revenue, direct costs and gross margin for the operating segments for the year ended 31 December 2024 and 31 December 2023 respectively. There were no intersegment transactions during the year.

Information about reportable segments

	CBU	EBU	WBU	Total
	N million	N million	N million	N million
31 December 2024				
Segment revenue	2,620,468	631,329	106,661	3,358,458
Direct costs*	(455,523)	(24,010)	(48,654)	(528,187)
Gross margin	2,164,945	607,319	58,007	2,830,271
31 December 2023				
Segment revenue	2,083,204	319,798	65,845	2,468,847
Direct costs*	(356,115)	(17,850)	(31,603)	(405,568)
Gross margin	1,727,089	301,948	34,242	2,063,279

*Direct costs include transmission costs, regulatory fees (reported in direct network operating costs), some costs of handsets and accessories, value added services costs and commissions costs in discount and commissions.

Reconciliation of reportable segment revenue and profit or loss

Revenues

There are no significant reconciling items between the reportable segment revenue and total revenue for the period. The revenue of the Company is generated majorly from one geographical location, Nigeria. None of the Company's customers account for 10% or more of the total revenue of the Company.

	2024	2023
	N million	N million
Segment gross margin	2,830,271	2,063,279
Unallocated items:		
▪ Operating expenses	(1,516,872)	(860,750)
▪ Depreciation & amortisation	(535,155)	(428,869)
▪ Finance income	28,440	25,815
▪ Finance expense	(431,648)	(236,927)
▪ Net foreign exchange loss	(925,361)	(740,434)
Loss before taxation	**(550,325)**	**(177,886)**

Segment assets and liabilities

The Group has not provided information on reportable segment assets and liabilities as they are not part of the items regularly reviewed by the Executive Committee (EXCOM) to make operating decisions.

8. Critical accounting judgements, estimates and assumptions

The Group makes judgements, estimates and assumptions concerning the future when preparing its financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

The "Critical accounting judgements, estimates and assumptions" note should be read in conjunction with the "other material accounting policies" disclosed in note 4.

8.1 Lease and non-lease components

A number of lease contracts include both lease and non-lease components (e.g. maintenance, security, power etc.). The Group has not elected the practical expedient to account for non-lease components as a part of its lease liabilities and right-of-use assets. Therefore, non-lease components are accounted for as operating expenses and are recognised in profit or loss as they are incurred. The Group applies judgement in allocating the consideration in the contract to each lease and non-lease component based on their relative stand-alone selling prices. The stand-alone selling prices of each component are based on available market prices.

8.2 Income taxes

The Group exercises significant judgement in determining its provision for income taxes when dealing with calculations and transactions for which the ultimate tax position is uncertain during the ordinary course of business. The Group recognises tax liabilities for anticipated tax issues based on estimates of whether additional taxes will be payable. Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax in the period in which such determination is made.

8.3 Provisions

The Group exercises judgement in determining the expected cash outflows related to its provision. Judgement is necessary in determining the timing of outflow as well as qualifying the possible range of financial settlements that may occur. See note 37.

8.4 Impairment of trade and other receivables

The Group applies the IFRS 9 simplified approach to measuring expected credit losses (ECL), which uses a lifetime expected loss allowance for all trade receivables. In applying the provision matrix, the Group estimates the ultimate write offs for a defined population of trade receivables. A loss ratio is calculated according to the ageing profile of the trade receivables by applying the historic write offs to the payment profile of the population adjusted to reflect current and forward looking information on microeconomic factors. The Group exercises significant judgements in the inputs, assumptions and techniques for estimating ECL, default and credit impaired assets. See note 52.1.2.

8.5 Extension of lease option

Most lease arrangements have extension option clause that usually require the exercise price of a purchase option (reasonably certain to be exercised by the Group) and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

8.6 Bundled products

In revenue arrangements where more than one good or service is provided to the customer, customer consideration is allocated between the goods and services using estimated standalone selling prices (SASP). The Group generally determines the SASP of individual elements based on prices at which the deliverable is regularly sold on a stand-alone basis after considering any appropriate volume discounts. See note 9

8.7 Timing of satisfaction of performance obligations

The Group uses the output method to recognise revenue over a period of time. The output methods recognises revenue based on direct measurement of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract. The bulk of MTN's revenue is from airtime that is used on network services such as voice, SMS, data and digital services. The output method is a faithful depiction as this represents the value transferred to the customer based on usage.

8.8 Principal and agency arrangements

When the Group sells goods or services as a principal, revenue is reported on a gross basis in revenue and the amount paid to the agent is recorded in operating costs. If the Group sells goods or services as an agent, revenue is on a net basis, representing the margin earned. Whether the Group is considered to be the principal or an agent in the transaction depends on analysis by management of both the legal form and substance of the agreement between the Group and its business partners; such judgements impact the amount of reported revenue. See note 9.

8.9 Impairment on other and current investments

The Group applies the general approach to estimate impairment of the other and current investments measured at amortised cost and at fair value through other comprehensive income. This area requires the use of inputs and assumptions on the credit rating of the issuer and significant assumptions about future economic conditions and credit behaviour (e.g. the likelihood of customers defaulting and the resulting losses). See note 52.1.3.

8.10 Amortisation of capitalised contract acquisition costs

The Group has capitalized incremental commission fees paid to trade partners for activating SIM kits as well as the cost of consumed virtual NIN tokens to ensure compliance with the NIN Identity verification exercise, minimize call barring and the potential loss of customers from the network.
These costs are amortized on a straight-line basis over the estimated subscriber tenure on the network. The Group has determined the amortization periods based on the estimated subscriber tenure. See Note 23.

8.11 Contract liability

Recharge vouchers that have been purchased but not loaded, and airtime loaded but not recognised, are recorded as part of contract liability. Customers may not exercise all their rights and these are called breakage. The Group recognised the expected breakage amount as revenue in proportion to the pattern of rights exercised by the customer. The pattern of rights exercised is estimated by reference to recharge/usage patterns. Management estimates a breakage rate with which to gradually release unexercised rights or recognise credit into revenue. See note 40.

8.12 Goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy. The recoverable amounts of cash-generating units (CGU) have been determined based on value-in-use calculations. These calculations require the use of significant amount of judgement and estimates of future cash flows. A number of factors affect the value of such cash flows, including discount rates, See note 21.7 for detailed information on impairment assessment performed on the CGU. There was no impairment charge during the year (2023: nil)

9. Revenue

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Revenue from contracts with customers					
Voice		1,101,739	954,994	1,101,739	957,497
Data (a)		1,589,628	1,068,715	1,589,628	1,068,715
SMS (b)		178,781	99,159	178,781	103,832
Interconnect and roaming		200,414	188,205	200,414	188,205
Handset and accessories		12,296	7,955	12,296	7,955
Digital (c)		74,033	40,522	72,589	37,159
Value added services (d)		105,012	82,725	102,911	82,321
Other revenues (e)		96,443	26,265	103,695	26,209
		3,358,346	**2,468,540**	**3,362,053**	**2,471,893**
Revenue other than from contracts with customers					
Rental Income (f)		115	307	1,460	580
		115	**307**	**1,460**	**580**
		3,358,461	**2,468,847**	**3,363,513**	**2,472,473**

(a) Data revenue excludes roaming data, roaming data is reported under interconnect and roaming revenue stream.

(b) SMS revenue includes bulk SMS and USSD services (see note 9.1) but excludes inbound roaming SMS. Inbound roaming SMS is reported under interconnect and roaming revenue stream.

(c) Digital revenue includes revenue generated from the distribution of video, music, gaming and lifestyle content.

(d) Value added services includes airtime lending and mobile money (Fintech), subscriber identification module (SIM) back up services and voice-based services.

(e) Other revenue comprises revenue from cloud and infrastructure services, information and communication technology (ICT) revenue.

(f) Rental income comprises of income from sites leased to other telecom operators and office space leased to MoMo PSB (see note 20.2.1).

9.1 USSD service revenue

In 2020, all revenue earned from USSD transactions performed by bank customers and recogised in that year was reversed due to uncertainty around collectability of the relevant amounts, in accordance with IFRS 15. Consequently, management decided to stop the recognition of revenue from these transactions, even though banks continued to use the USSD platform to serve their customers. This situation prompted a change in the basis of accounting for USSD service revenues from the accrual to the cash basis.

On 20 December 2024, the Central Bank of Nigeria (CBN) and the Nigerian Communications Commission (NCC) effectively resolved the longstanding dispute concerning USSD debts. They released a joint circular to Deposit Money Banks (DMBs) and Mobile Network Operators (MNOs), instructing them to remit payments to MNOs as outlined in the document. This agreement clarifies the collectability of the related amount. Therefore, in line with IFRS 15, MTN has recogised the required payment amounts as revenue for the 2024 financial year, allowing management to revert to the accrual basis for recognizing USSD service revenue.

The total USSD service debts directed by CBN/NCC circular for banks to pay MTN is N74 billion. As at 31 December 2024, a payment of N32 billion has been received, while N42 billion is recognised as receivables in the financial statements for the year ended 31 December 2024.

10. Other income

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Commission from NIMC		2,369	-	2,369	-

This income represents commission received from National Identity Management Commission (NIMC) with respect to National Identification Number (NIN) registration service.

11. Direct networking operating costs

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Regulatory fees		90,800	65,419	90,800	65,419
Annual Numbering Plan		3,459	3,240	3,454	2,951
BTS leases		969,322	502,746	969,322	502,746
Network Maintenance		168,539	83,798	168,539	83,797
		1,232,120	655,203	1,232,115	654,913

Following the adoption of IFRS 16 leases, BTS lease expense relating to the non-lease components (power and maintenance) of the tower lease contracts are recognised as an expense in profit or loss as they are incurred.

12. Employee costs

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Salaries and wages		71,767	42,707	65,856	38,431
Pension - Defined contribution plan		3,919	2,779	3,635	2,601
Share based expense (a)	44.1	8,420	14,606	8,420	14,606
Other staff costs (b)		7,813	4,910	7,301	4,824
		91,919	65,002	85,212	60,462

(a) Share-based expense relates to expenses recogised for employee services received during the year and is made up of NSO provision 2024: nil (2023: N4.2 billion) and a performance share plan (PSP) provision of N8.42 billion (2023: N10.4 billion).

(b) Other staff costs comprises of mortgage subsidy, long service award, termination benefits, reward and recognition, group life insurance, medical expenses, etc.

12.1 Particulars relating to employee

The year end number of full time persons employed by the Group was as follows:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
CEO's Office		9	9	9	9
Corporate Services		69	69	69	69
Customer Relations		255	257	255	257
Digital Services		34	30	34	30
Enterprise Solutions		156	136	156	136
Finance		282	274	282	274
Human resources		66	67	66	67
Information Systems		124	112	124	112
Internal Audit & Fraud Management		28	30	28	30
Fixed Broadband		43	29	43	29
Marketing		92	84	92	84
Network Group		312	321	312	321
Risk & Compliance		35	36	35	36
Sales & Distribution		292	275	292	275
Strategy & Innovation Office		12	10	12	10
MoMo PSB		103	85	-	-
		1,912	**1,824**	**1,809**	**1,739**

Employees of the Group, other than directors, whose duties were wholly or mainly discharged in Nigeria received remuneration (excluding pension contributions) in the following ranges:

The table shows the number of employees (excluding directors) whose earnings during the year fell within the ranges shown below:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
N4,500,001 - N5,500,000		1	1	1	1
N5,500,001 - N6,500,000		1	61	1	61
N6,500,001 - N7,500,000		-	29	-	29
N7,500,001 - N8,500,000		101	86	100	84
N8,500,001 - N9,500,000		13	82	13	82
N9,500,001 - N10,500,000		86	41	81	41
N10,500,001 - N11,500,000		31	239	31	217
N11,500,001 - N12,500,000		70	75	68	75
Over - N12,500,000		1,609	1,209	1,514	1,148
		1,912	**1,824**	**1,809**	**1,739**

12.2 Remuneration was paid in respect of directors of the Group as follows:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Directors' emoluments:					
Fees (non-executive directors)		473	298	353	186
Other emoluments (non-executive directors)		1,958	1,176	1,937	1,166
Total non-executive emoluments	14	**2,431**	**1,474**	**2,290**	**1,352**
Emoluments (executive directors)*		**5,100**	**3,069**	**4,137**	**3,069**
		7,531	**4,543**	**6,427**	**4,421**

*Emoluments of executive directors are reported in salaries and wages (note 12).

The directors' remuneration shown above includes:				
Chairman's remuneration	94	58	94	58
Highest paid director	3,143	1,625	3,143	1,625
The emoluments of all other directors fall within the following ranges:				
Nil	5	7	4	5
N1 - N5,000,000	1	2	-	-
Above N20,000,000	17	18	10	10

Non-executive directors who are executives of MTN Group are not remunerated for serving on the Board of MTN Nigeria.

12.3 Pensions and other post employment benefit plans

The Group has a defined contribution plan (unfunded), long service award (unfunded) and termination benefit (unfunded). The long service awards is bestowed on employees who have achieved milestones in terms of length of service in the Group and are paid on the anniversary month.

Net benefit expense (recognised in other staff costs, with the exception of pension obligation)

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Pension - Defined contribution plan	12	3,919	2,779	3,635	2,601
Long service award	45.1	1,765	1,350	1,765	1,350
Retirement benefits	45.1	1,164	3,059	1,164	3,059
		6,848	**7,188**	**6,564**	**7,010**

13. Impairment of financial assets

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Credit loss expense on trade receivables	27.1	6,839	998	6,839	998
Credit loss expense on other receivables	27.2	-	-	-	9,496
Credit loss expense on related party receivables	46.3	-	-	25	-
Reversal of credit loss expense on other non- current investments	24.2	(2)	(113)	(2)	(113)
(Reversal of)/increase in credit loss expense on current investments at amortised cost	24.2	(13)	91	(29)	55
Reversal of credit loss expense on cash and cash equivalents	30.1	(62)	(194)	(9)	(247)
Reversal of credit loss expense on current investments at FVOCI	33.3	(10)	(26)	-	-
		6,752	**756**	**6,824**	**10,189**

14. Other operating expenses

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Audit fees (a)		709	532	631	486
Directors' emoluments	12.2	2,431	1,474	2,290	1,352
Professional fees (b)		58,599	35,320	56,894	34,876
(Reversal of)/ provision for litigation costs	37	(7,361)	4,305	(7,361)	4,305
(Reversal of)/impairment of property and equipment	19	(1,148)	2,439	(1,148)	2,439
Impairment of intangible assets	21	31	-	31	-
(Reversal of)/inventory write-down	26.1	(4,226)	1,053	(4,226)	1,053
Write-off on property and equipment	19	-	1,782	-	1,782
Profit on disposal of property and equipment	14.1	(2,193)	(752)	(2,193)	(752)
Maintenance - software		100,445	24,322	100,445	24,322
Maintenance - others including equipment and infrastructure		29,491	15,009	29,479	15,009
Security costs		2,650	2,057	2,650	2,057
Rent, rates, utilities and other office running cost		4,728	3,257	4,638	3,240
Trainings, travels and entertainment cost		9,315	7,856	8,969	7,638
Insurance costs		5,650	4,360	5,585	4,341
(Reversal of)/charge on VAT assessment (d)		(4,414)	30,281	(4,414)	30,281
Variable lease payments		208	267	208	267
Other expenses (e)		5,319	5,566	2,904	4,599
		200,234	**139,128**	**195,382**	**137,278**

(a) The audit fees represent auditors remuneration as agreed with Messrs Ernst & Young (EY) for both interim and final audits of MTN Nigeria Group for the year ended 31 December 2024. The independent auditor's report was signed by Funmi Ogunlowo, a partner in the firm, with Financial Reporting Council (FRC) membership number FRC/2013/PRO/ICAN/004/00000000681.

(b) Professional fees includes fees paid to management consultants, tax advisory, business consultants etc.

(c) This credit loss incurred from unauthorised transfers caused by a system glitch in MoMo PSB. N9.64 billion of the cost was transferred from MoMo PSB to MTN Nigeria in 2023 based on the contractual terms of the Service Level Agreement between the two companies.

(d) The current year reversal of N4.4 billion is on the excess provision of the VAT assessment cost made in the prior year. The prior year charge of N30.3 billion relates to the judgement issued by the Tax Appeal tribunal on 20 October 2023. The total VAT assessment cost was in US Dollar totaling US$47,776,211, however the liability was paid in Naira at the prevailing exchange rate at the date of payment, resulting in an excess provision

(e) Other expenses includes bank charges, subscriptions, office refreshments, security costs, etc.

14.1 Profit on disposal of property and equipment

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Cost	19	130,545	99,192	130,545	99,192
Accumulated depreciation	19	(130,095)	(98,719)	(130,095)	(98,719)
Net book value		450	473	450	473
Sales proceeds		(2,643)	(1,225)	(2,643)	(1,225)
Profit on disposal	**14**	**(2,193)**	**(752)**	**(2,193)**	**(752)**

14.2 Other services

MTN Nigeria engages Messrs Ernst and Young for other professional non-audit services. These services, in the MTN Nigeria's opinion, did not impair the independence and objectivity of the external auditor. Non-audit services provided during the period are detailed below.

Name of signer	FRC Number	Service provider	Service rendered	2024 Amount (N)	2023 Amount (N)
Funmi Ogunlowo	FRC/2013/PRO/ICAN/ 004/00000000681	Ernst & Young	Agreed upon procedures on bonus calculations	4,837,500	5,321,250
Funmi Ogunlowo	FRC/2013/PRO/ICAN/ 004/00000000681	Ernst & Young	Review of payroll calculations	2,356,723	2,592,395
Funmi Ogunlowo	FRC/2013/PRO/ICAN/ 004/00000000681	Ernst & Young	Attestation of ICFR report	45,150,000	35,000,000
			Total	52,344,223	42,913,645

The fees listed in the table above are VAT inclusive.

15. Finance income

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Interest income on bank deposits*		10,051	6,784	8,604	6,627
Interest income on investments*		8,437	17,710	6,424	16,805
Interest income - RITC uplift	25.2	3,618	-	3,618	-
Net gain on investments at fair value		1,519	1,321	1,537	1,321
Interconnect interest income (a)		4,815	-	4,815	-
Total finance income		**28,440**	**25,815**	**24,998**	**24,753**

*Finance income calculated using effective interest rate method.
(a) This relates to interest payment on accumulated interconnect debt paid by Globacom based on the interconnect contract terms.

Included as cash flows for finance income are:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Interest income on bank deposits		11,802	6,784	10,037	6,627
Interest income on investments		6,687	17,770	4,992	17,895
Interconnect interest income		4,815	-	4,815	-
		23,304	24,554	19,844	24,522

16. Finance costs

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Interest expense - borrowings*	36.1	172,073	125,540	172,073	125,540
Interest expense - leases*	20.2	250,869	102,511	250,869	102,511
Loss on FVTPL liabilities (a)		4,404	6,322	4,422	6,322
Other finance charges (b)		4,302	2,554	3,063	2,231
Total finance costs		431,648	236,927	430,427	236,604

*Finance costs calculated using effective interest rate method.
(a) Fair valuation of derivative liability.
(a) Other finance charges includes other administrative costs on for acquisition of letters of credits and charges on decommissioning provision.
Included as cash flows for finance expense are:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Interest expense - borrowings	36.1	187,632	110,454	187,632	110,454
Interest expense - leases	20.2	250,874	102,511	250,874	102,511
Other finance charges		4,747	-	4,747	-
		443,253	212,965	443,253	212,965

17. Net foreign exchange loss

The aggregate net foreign exchange gains/losses recognised on the profit or loss were:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Foreign exchange gain		106,917	93,848	106,405	93,839
Foreign exchange losses		(1,032,278)	(834,282)	(1,031,308)	(834,197)
		(925,361)	(740,434)	(924,903)	(740,358)
Analysis of exchange differences					
Net exchange loss on borrowings		(336,631)	(242,497)	(336,631)	(242,497)
Net exchange loss on lease liabilities		(446,954)	(367,356)	(446,954)	(367,356)
Net exchange loss on trade and other payables		(160,045)	(75,151)	(159,587)	(75,068)
Net exchange loss on provisions		(15)	-	(15)	-
Net exchange (loss)/gain on trade and other receivables		(22,626)	13,268	(22,626)	13,261
Net exchange gain/(loss) on derivatives		3,273	(7,869)	3,273	(7,869)
Net exchange gain on current investments		18,278	10,175	18,278	10,175
Net exchange gain on restricted cash		4,780	7,332	4,780	7,332
Net exchange gain/(loss) on cash and cash equivalents		14,579	(78,336)	14,579	(78,336)
		(925,361)	(740,434)	(924,903)	(740,358)

The Group transacts in other currencies and is exposed to foreign exchange risk, primarily the US Dollar. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the Group entity.

There was an increase in the foreign exchange (forex) gains and losses due to the increase in the US Dollar exchange rate from N907.11/$ as at 31 December 2023 to N1,535/$ as at 31 December 2024. The Group has also assessed its sensitivity to the currency risk, see note 52.3.2.

Included in the exchange differences are net realised exchange loss of N560.37 billion (December 2023: N104.45 billion) for Group and N559.74 billion (December 2023: N104.45 billion) for Company.

18. Taxation

Analysis of tax expense/(credits) for the year

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Current					
Company income tax	42	-	129,459	-	129,458
Prior year tax under provision of company income tax	42	-	2,547	-	2,547
Education tax	42	3,568	23,476	3,568	23,476
Minimum tax	42	17,497	29	17,472	-
Net current tax charge		**21,065**	**155,511**	**21,040**	**155,481**
Deferred					
Deferred tax credit		(180,576)	(200,686)	(180,576)	(194,195)
Prior year tax under provision of deferred tax		(964)	(1,018)	(964)	(1,018)
Derecognition of prior year deferred tax credit*		10,585	5,328	-	-
Net deferred tax credit	**43.3**	**(170,955)**	**(196,376)**	**(181,540)**	**(195,213)**
Tax credit for the year		**(149,890)**	**(40,865)**	**(160,500)**	**(39,732)**

*The derecognition of deferred tax assets from inception to date for MoMo PSB in 2024 and YDFS in 2023, in line with the provisions of IAS 12 (Income Taxes).

Tax rate reconciliation

The table below explains the differences between the expected tax expense on continuing operations, at the Nigerian statutory tax rate of 30% (2023: 30%) and the Company's total tax expense for each year.

Loss before tax	(550,325)	(177,886)	(520,976)	(144,242)
Taxation	(149,890)	(40,865)	(160,500)	(39,732)
Actual tax rate	27.24%	22.97 %	30.81 %	27.55 %
Applicable tax rate	30.00%	30.00 %	30.00 %	30.00 %
Exempt income (a)	0.23%	0.05 %	0.26 %	0.06 %
Prior year tax over provision of company income tax	(1.53)%	(1.43)%	-	(1.77)%
Prior year tax under provision of deferred tax credit (b)	0.12 %	0.58 %	0.18 %	0.71 %
Derecognition of prior year deferred tax credit (c)	(1.92)%	(3.00)%	-	-
Expenses not allowed (b)	0.12%	(3.13)%	0.14 %	(1.36)%
Investment allowance	- %	2.05 %	- %	2.54 %
Education tax (d)	1.25 %	(2.13)%	1.31 %	(2.63)%
Minimum tax (e)	(1.03)%	(0.02)%	(1.08)%	- %
	27.24%	**22.97%**	**30.81%**	**27.55%**

The tax charge and effective tax rate for the period has majorly been impacted by:

a. Exempt income represents income from FGN bonds not taxable.
b. The prior year under provision of deferred taxes arising from the filing of MTN and its subsidiaries tax returns for 2024 year of assessment.
c. The derecognition of deferred tax assets of MoMo and YDFS.
d. The charge of education tax which is computed at 3% of assessable profit for the period
e. Minimum tax is which is computed at 0.5% of gross turnover. This is in line with the provisions of Section 33 of Company Income Tax Act (CITA) which imposes a minimum tax where a company has no taxable profits, or the tax payable is less than the minimum tax computed. In the current period, MTN Nigeria's taxable profit is lower than the minimum tax payable.

Minimum tax relates to MTN Nigeria and Yello Digital Financial Services Limited. MoMo PSB is exempt as it is still within its four (4) years of operations.

19. Property and equipment

Group

	Land	Buildings	Information systems, furniture and office equipment	Motor Vehicles	Network Infrastructure	Leasehold Improvements	Capital - Work in Progress	Total
	N million	N million	N million	N million	N million	N million	N million	N million
Cost								
At 1 January 2023	26,692	32,489	70,947	9,958	1,286,088	24,432	138,678	1,589,284
Additions	973	1,208	18,015	2,536	321,899	1,325	57,027	402,983
Disposal	-	-	(2,773)	(475)	(95,940)	(4)	-	(99,192)
Write-off	-	-	-	-	-	-	(1,782)	(1,782)
At 31 December 2023	27,665	33,697	86,189	12,019	1,512,047	25,753	193,923	1,891,293
Additions	-	-	112	402	7,369	-	409,830	417,713
Reclassification	197	4,351	5,655	5,924	380,407	2,146	(398,680)	-
Disposals	-	-	(3,489)	(456)	(126,600)	-	-	(130,545)
Other movement	-	-	-	-	-	-	(5,470)	(5,470)
At 31 December 2024	**27,862**	**38,048**	**88,467**	**17,889**	**1,773,223**	**27,899**	**199,603**	**2,172,991**
Depreciation and impairment								
At 1 January 2023	-	(21,417)	(38,697)	(4,317)	(585,381)	(11,110)	-	(660,922)
Charge for the year	-	(741)	(17,446)	(1,644)	(210,054)	(1,655)	-	(231,540)
Disposal	-	-	2,717	174	95,826	2	-	98,719
Impairment	-	-	-	-	(2,439)	-	-	(2,439)
At 31 December 2023	-	(22,158)	(53,426)	(5,787)	(702,048)	(12,763)	-	(796,182)
Charge for the year	-	(1,280)	(13,580)	(2,307)	(240,946)	(1,635)	-	(259,748)
Disposal	-	-	3,418	207	126,470	-	-	130,095
Impairment reversal	-	-	-	-	1,148	-	-	1,148
At 31 December 2024	**-**	**(23,438)**	**(63,588)**	**(7,887)**	**(815,376)**	**(14,398)**	**-**	**(924,687)**
Carrying amount								
At 31 December 2023	27,665	11,539	32,763	6,232	809,999	12,990	193,923	1,095,111
At 31 December 2024	**27,862**	**14,610**	**24,879**	**10,002**	**957,847**	**13,501**	**199,603**	**1,248,304**

Company

	Land	Buildings	Information systems, furniture and office equipment	Motor Vehicles	Network Infrastructure	Leasehold Improvements	Capital - Work in Progress	Total
	N million	N million	N million	N million	N million	N million	N million	N million
Cost								
At 1 January 2023	26,692	32,489	70,947	9,958	1,286,088	24,432	138,678	1,589,284
Additions	973	1,208	18,015	2,536	321,899	1,325	57,027	402,983
Disposal	-	-	(2,773)	(475)	(95,940)	(4)	-	(99,192)
Write-off	-	-	-	-	-	-	(1,782)	(1,782)
At 31 December 2023	27,665	33,697	86,189	12,019	1,512,047	25,753	193,923	1,891,293
Additions	-	-	112	207	7,369	-	409,830	417,518
Reclassification	197	4,351	5,655	5,924	380,407	2,146	(398,680)	-
Disposals	-	-	(3,489)	(456)	(126,600)	-	-	(130,545)
Other movement	-	-	-	-	-	-	(5,470)	(5,470)
At 31 December 2024	**27,862**	**38,048**	**88,467**	**17,694**	**1,773,223**	**27,899**	**199,603**	**2,172,796**
Depreciation and impairment								
At 1 January 2023	-	(21,417)	(38,697)	(4,317)	(585,381)	(11,110)	-	(660,922)
Charge for the year	-	(741)	(17,446)	(1,644)	(210,054)	(1,655)	-	(231,540)
Disposal	-	-	2,717	174	95,826	2	-	98,719
Impairment	-	-	-	-	(2,439)	-	-	(2,439)
At 31 December 2023	-	(22,158)	(53,426)	(5,787)	(702,048)	(12,763)	-	(796,182)
Charge for the year	-	(1,280)	(13,580)	(2,112)	(240,946)	(1,635)	-	(259,553)
Disposal	-	-	3,418	207	126,470	-	-	130,095
Impairment reversal	-	-	-	-	1,148	-	-	1,148
At 31 December 2024	**-**	**(23,438)**	**(63,588)**	**(7,692)**	**(815,376)**	**(14,398)**	**-**	**(924,492)**
Carrying amount								
At 31 December 2023	27,665	11,539	32,763	6,232	809,999	12,990	193,923	1,095,111
At 31 December 2024	**27,862**	**14,610**	**24,879**	**10,002**	**957,847**	**13,501**	**199,603**	**1,248,304**

19.1 Capital work-in-progress

This represents costs incurred on assets still under construction as at the reporting date.

19.2 Reclassification

Reclassification relates to assets moved from capital work in progress to other categories of property and equipment. Total reclassification for the year was N398.68 billion (2023: nil).

19.3 Cash movements

The total cash outflow for property and equipment for the year was N339.9 billion (2023: N393.0 billion).

19.4 Impairment losses recognised in the year

Impairment relates to loss recogised due to obsolescence and damaged network infrastructure. During the year, there was a reversal of the impairment charge on the network infrastructure amounting to N1.15 billion (2023: impairment charge of N2.44 billion). The reversal of the impairment charge on network infrastructure reflects the improved performance, functionality, or market potential of the network infrastructure, resulting in a more favourable assessment of its recoverable amount.

19.5 Other movement

Other movement relates to reversals of prior year property and equipment associated costs no longer required. This includes freight, clearing and import charges.

19.6 Write off

The write-off is an adjustment relating to technical inventory balances that were not adequately represented by physical assets.

19.7 Assets pledged as security

The Group has made a negative pledge over all existing and future assets to the lenders. The negative pledge signifies that the Group has agreed not to deplete its assets via sales, collateral and transfer to anyone except the group of lenders, subject to a permitted amount.

19.8 Capitalised borrowing costs

No borrowing costs were capitalised during the year (2023: Nil).

20. Leases

20.1 Right of use asset

Group and Company

	Network Infrastructure	Base Station Land	Property Lease	Motor Vehicle	Total
	N million	N million	N million	N million	N million
Cost					
Balance as at 1 January 2023	742,885	9,761	8,128	9,384	770,158
Additions	117,809	1,382	2,452	-	121,643
Balance as at 31 December 2023	860,694	11,143	10,580	9,384	891,801
Additions	182,393	3,263	1,487	-	187,143
Modifications*	901,334	-	-	-	901,334
Balance as at 31 December 2024	**1,944,421**	**14,406**	**12,067**	**9,384**	**1,980,278**
Depreciation					
Balance as at 1 January 2023	(280,247)	(5,207)	(5,035)	(4,190)	(294,679)
Depreciation	(113,294)	(1,768)	(1,362)	(1,872)	(118,296)
Balance as at 1 January 2024	(393,541)	(6,975)	(6,397)	(6,062)	(412,975)
Depreciation	(179,268)	(2,196)	(1,400)	(1,859)	(184,723)
Balance as at 31 December 2024	**(572,809)**	**(9,171)**	**(7,797)**	**(7,921)**	**(597,698)**
Carrying amount					
At 31 December 2023	467,153	4,168	4,183	3,322	478,826
At 31 December 2024	**1,371,612**	**5,235**	**4,270**	**1,463**	**1,382,580**

*Modification relates to the financial impact of the change in the terms of the renegotiated IHS BTS lease contract. During the year, MTN renegotiated the binding commercial terms of the existing infrastructure sharing and master lease agreements with IHS (Nigeria) Limited, INT Towers Limited and IHS Towers NG Limited (together, IHS). The revised Terms of Agreement was executed on 7 August 2024, with the terms of the amendment effective 1 April 2024, and a mutual agreement to extend all agreements to 31 December 2032.

The revised terms substantially reduce the US dollar-indexed portion of the overall lease arrangement, making the leases majority Naira-based, as well as set a cap of 20% for the Naira CPI escalation component.

As a result of the lease extension and renewals, additional lease liabilities and right-of-use (ROU) assets amounting to N901.33 billion have been recogised, bringing the total value as at 31 December 2024 of lease liability to N2.28 trillion and the ROU asset to N1.40 trillion.

20.1.1 Right of use cash movement

Total cash outflow for prepaid right-of-use assets in 2024 is N51.85 billion (2023: N34.50 billion).

20.2 Lease Liabilities

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
The maturity analysis of lease liabilities is as follows					
- within one year (included in current liabilities)		285,680	190,777	285,680	190,777
- after one year to two years		196,138	196,645	196,138	196,645
- after two years to five years		787,677	437,667	787,677	437,667
- later than five years		1,013,929	179,322	1,013,929	179,322
Amounts included in non-current liabilities		**1,997,744**	**813,634**	**1,997,744**	**813,634**
Total lease liabilities		**2,283,424**	**1,004,411**	**2,283,424**	**1,004,411**

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Movement schedule					
As at 1 January		1,004,411	660,016	1,004,411	660,016
Additions		135,294	87,142	135,294	87,142
Modification	20.1	901,334	-	901,334	-
Interest expense	16	250,869	102,511	250,869	102,511
Exchange loss	17	446,954	367,356	446,954	367,356
Payments - principal portion		(204,564)	(110,103)	(204,564)	(110,103)
Payments - interest portion		(250,874)	(102,511)	(250,874)	(102,511)
		2,283,424	**1,004,411**	**2,283,424**	**1,004,411**

The Group's leases include network infrastructure (including tower space and land), land and buildings and motor vehicles. The leases have varying terms, escalation clauses and renewal rights. Penalties are chargeable on certain leases should they be cancelled before the end of the agreement.

The lease liability is measured at the present value of lease payments to be made over the lease term and are discounted using the Group's incremental borrowing rate. The lease liability is included in the statement of financial position under other non-current and current liabilities. Each lease payment is allocated between the principal amount and interest expense. Interest expense on the lease liability is a component of finance costs, which represents the unwinding of discount charged to profit or loss over the remaining balance of the obligation for each reporting period.

Lease commitments exclude non-lease components and short-term. There were no future cash outflows to which MTN Nigeria is potentially exposed that are not reflected in the measurement of lease liabilities.

The future cash outflows relating to leases that have not yet commenced are disclosed in note 52.2.

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
The following are the amounts recognised in profit or loss:					
Interest expense on lease liabilities		250,869	102,511	250,869	102,511
Depreciation expense of right of use assets		184,723	118,296	184,723	118,296
Net foreign exchange loss		446,954	367,356	446,954	367,356
Operating expenses relating to short-term leases		304	319	220	304
		882,850	**588,482**	**882,766**	**588,467**

20.2.1 MTN Nigeria as a lessor

Leases in which the MTN Nigeria does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease term and is included as revenue in the statement of profit or loss due to its operating nature.

20.3 Lease information

Extension options and termination options

The Company's lease agreements often include extension and termination options to provide operational flexibility and manage asset utilization efficiently. These options are negotiated on a case-by-case basis and are prevalent across leases for network infrastructure, base station land, properties, and motor vehicles. The current contract with the IHS would be ending in December 2032, and any future extension would be subjected to MTN Nigeria and IHS management alignment.

Residual value guarantees for leases

The Company did not provide residual value guarantees for its leases, as it does not engage in arrangements requiring such guarantees. This approach eliminates exposure to residual value risk and its financial or operational impacts. The underlying leased assets remain unaffected by guaranteed obligations.

Restrictions or covenants imposed by leases

Each lease imposes a restriction that, unless contractually permitted, the right-of-use asset can only be used by the Company. Leases are either non-cancelable or can only be cancelled by incurring a substantive termination fee. Certain leases include options to purchase the underlying asset at the end of the lease term or extend the lease for a further term. The Company is prohibited from selling or pledging leased assets as security. For base station land and properties, including office buildings, the Company must maintain the assets in good state and return them in their original condition at the end of the lease term.

The nature of the lessee's leasing activities

The Company's leasing activities include network infrastructure, base station land, properties, and motor vehicles. All leases are negotiated individually and include varied terms and conditions, such as purchase options and escalation clauses. Payments excluded from the measurement of lease liabilities primarily consist of variable lease payments that are not dependent on an index or rate. Variable lease payments not dependent on an index are excluded from the initial measurement of the lease liability and asset. Right-of-use assets are classified consistently with property, and equipment (see Note 19). Except for short-term leases and leases of low-value assets, all leases are recogised in the separate and consolidated statement of financial position as right-of-use assets and lease liabilities.

Variable lease payments not reflected in the measurement of lease liabilities.

The Company is exposed to future cash outflows arising from variable lease payments that are not included in the measurement of lease liabilities. Key variables driving these payments are mainly foreign exchange rate and CPI, with payments fluctuating based on changes in these factors. The CPI index include a US dollar-indexed and a cap of 20% for the Naira CPI escalation component. All CPI induced variations are recognised in the right-of-use and lease liability upon occurrence. The potential additional future cash flows to which the Company is exposed if extension options are exercised, form part of initial right-of-use and lease liability recognition.

Leases committed but not yet commenced

The Company had committed to leases which had not yet commenced. Lease commitments exclude non-lease components, short-term and low-value leases. The total future cash outflows for leases that had not yet commenced for the year ended 31 December N3.94 trillion (31 December 2023 N1.54 trillion).

Sale and leaseback transactions

The Company did not engage in any sale and leaseback transactions during the reporting period. As a result, there are no associated reasons, prevalence, or cash flow effects to disclose.

21. Intangible assets

Group

	Goodwill	Licenses	Computer Software	Capital work-in-progress	Total
	N million	N million	N million	N million	N million
Cost					
At 1 January 2023	10,016	331,814	136,208	18,642	496,680
Additions	-	123,590	7,128	60,315	191,033
Reclassification	-	19,320	33,278	(52,598)	-
Reallocation	-	47,820	(47,820)	-	-
Disposal	-	-	(18,990)	-	(18,990)
At 31 December 2023	10,016	522,544	109,804	26,359	668,723
Additions	-	-	326	52,283	52,609
Reclassification	-	26,836	51,805	(78,641)	-
Disposal	-	-	(29,469)	-	(29,469)
Other movement	-	333	-	-	333
At 31 December 2024	**10,016**	**549,713**	**132,466**	**1**	**692,196**
Amortisation and impairment					
At 1 January 2023	-	(82,280)	(78,801)	-	(161,081)
Charge for the year	-	(44,185)	(34,848)	-	(79,033)
Reallocation	-	(36,917)	36,917	-	-
Disposal	-	-	18,990	-	18,990
At 31 December 2023	-	(163,382)	(57,742)	-	(221,124)
Charge for the year	-	(48,238)	(42,446)	-	(90,684)
Disposals	-	-	29,469	-	29,469
Impairment	-	-	(31)	-	(31)
At 31 December 2024	**-**	**(212,663)**	**(70,750)**	**-**	**(283,413)**
Carrying amount					
At 31 December 2023	10,016	359,162	52,062	26,359	447,599
At 31 December 2024	**10,016**	**337,050**	**61,716**	**1**	**408,783**

Company

	Goodwill	Licenses	Computer Software	Capital work-in-progress	Total
	N million	N million	N million	N million	N million
Cost					
At 1 January 2023	-	331,814	88,388	18,642	438,844
Additions	-	123,590	-	60,315	183,905
Reclassification	-	19,320	33,278	(52,598)	-
Disposal	-	-	(18,990)	-	(18,990)
At 31 December 2023	-	474,724	102,676	26,359	603,759
Additions	-	-	-	52,283	52,283
Reclassification	-	26,836	51,805	(78,641)	-
Disposal	-	-	(29,469)	-	(29,469)
Absorption of Visafone (note 22.1)	10,016	48,153	-	-	58,169
At 31 December 2024	**10,016**	**549,713**	**125,012**	**1**	**684,742**
Amortisation and impairment					
At 1 January 2023	-	(82,280)	(41,880)	-	(124,160)
Charge for the year	-	(38,867)	(33,422)	-	(72,289)
Disposals	-	-	18,990	-	18,990
At 31 December 2023	-	(121,147)	(56,312)	-	(177,459)
Charge for the year	-	(48,238)	(40,993)	-	(89,231)
Disposals	-	-	29,469	-	29,469
Impairment	-	-	(31)	-	(31)
Absorption of Visafone (note 22.1)	-	(43,278)	-	-	(43,278)
At 31 December 2024	**-**	**(212,663)**	**(67,867)**	**-**	**(280,530)**
Carrying amount					
At 31 December 2023	-	353,577	46,364	26,359	426,300
At 31 December 2024	**10,016**	**337,050**	**57,145**	**1**	**404,212**

21.1 Licences and software

The licences and software are not internally generated intangible assets and have a definite useful life.

21.2 Reclassification

Reclassification relates to prior year additions to capital work in progress moved to other categories of intangible assets. During the year there was a reclassification of N78.64 billion (2023: N52.60 billion).

21.3 Reallocation

Reallocation relates to the reclassification of the Visafone licence from software category to licence category.

21.4 Other movement

Group:
Cost: other movement of N0.33 billion relates to a refund on the Visafone Spectrum, eliminated at consolidation but brought back at the absorption of Visafone.

Amortisation: other movement of N1.04 billion relates to accumulated amortization charged on the fair value of Visafone spectrum license in 2024 before absorption, accounted for in the common control reserves.

21.5 Goodwill

Goodwill relates to the acquisition of Visafone Communications Limited (now absorbed) by the company.

21.6 Cash movements

For the purpose of cash flows, total cashflows for intangibles assets for Group was N87.30 billion (2023: N165.03 billion); for Company N86.98 billion (2023: N165.03 billion)

21.7 Goodwill impairment assessment

The goodwill assessed for impairment as at 31 December 2024 relates to Visafone Telecommunications Ltd, now liquidated and absorbed into MTN Nigeria (See note 22.2).

The goodwill is monitored on the business operating level of MTN Nigeria (2023: Visafone Telecommunications Ltd) and reviewed annually for impairment, or more frequently when there are indications that impairment may have occurred. The test involves comparing the carrying value of goodwill with their recoverable amount, which is the present value of the pre-tax cashflows, discounted at a rate of interest that reflects the inherent risks of the cash-generating unit to which the goodwill relates or the cash generating unit (CGU) fair value if this is higher.

The recoverable amount of the CGU has been based on the value-in-use calculations. The calculations mainly used cash flow projections based on financial budgets approved by management covering a three-year period. Management is confident that the projections are appropriate based on the Group's operating model.

From the assessment carried out, the carrying amount of the CGU is lower than the recoverable amount, hence no impairment was recorded in the financial statements. for the year ending 31 December 2024 (31 December 2023: Nil).

The goodwill assessed for impairment as of 31 December 2024 relates to Visafone Telecommunications Ltd, which has been fully liquidated and absorbed into MTN Nigeria. In accordance with IAS 36, IFRS Accounting Standards require that goodwill be tested for impairment.

The key assumptions

The following key assumptions were used for the value in use calculation

	2024	2023
Revenue growth (3 years simple average)	29.2%	26.6%
Opex % revenue	41.0%	49.8%
Capex % revenue	12.4%	16.9%
Discount rate	28.2%	30.8%

Management determined the values assigned to each of the above key assumptions as follows:

Assumptions	Approach used to determine values
Revenue	The budget is built adopting assumptions that align with the strategic objectives of the business within the period the budget covers.
Operating expenditure	Budget adopts core costs required to support revenue generation plans, strategic expansions inconsideration, and savings initiatives identified by the business.
Annual capital expenditure	These are projected capital expenditure costs in the CGU that has been derived as a percentage of revenue based on the historical experience of management.
Discount rate	The discount rate used is the MTN Nigeria's pre-tax Weighted Average Cost of Capital (WACC) which is derived using a Capital Asset Pricing Model (CAPM). This rate reflects both time value of money and other specific risks relating to relevant CGU.

The impairment assessment

Management has performed appropriate assessment and made relevant assumptions including necessary analysis. There is no indication that the carrying amount of the respective CGUs is lower than the recoverable amounts (i.e. value in use).

	Group	
	2024	**2023**
	N million	**N million**
Present value of net future cashflows (three year period)	4,039,145	2,024,393
Present value of terminal value*	5,631,193	13,674,166
Recoverable amount (VIU)	9,670,338	15,698,559
CGU carry value as at 31 December 2024	3,508,997	2,196,345
Being excess of recoverable amount over CGU carry amount	**6,161,341**	**13,502,214**

*Cash flow projections for periods beyond the most recent budgets/forecasts are determined by extrapolation using a steady or declining growth rate, unless an increasing growth rate can be justified. The resulting figure is called the terminal value. In calculating the terminal value, preceding year pre-tax cash flow was adjusted for changes in working capital using the terminal period value (being the lowest of the projections) to reflect present value of free cash flow in the preceding year growing at a constant rate.

Goodwill sensitivity analysis

The sensitivity analysis been performed is based on change in the discount rate, variations to cash flows arising from revenue, operating expenditure (as seen below) considered possible by management.

Sensitivity analysis		Recoverable amount (VIU)	Excess of recoverable amount over CGU carrying amount
	% Change	N million	N million
Discount rate	5%	9,126,591	5,947,167
	-5%	10,275,559	7,096,135
Revenue growth	5%	10,192,449	7,013,025
	-5%	9,082,646	5,903,222

21.8 Details of network licences

S/N	Network licences type	Date granted /renewed	Term (years)	Renewable term	Licence fee currency	Initiation/ renewal fee	Purpose/ characteristics
1.	Digital Mobile Licence (DML) - 900MHz & 1800 MHz	9 February 2001/ 1 September 2021	10	Renewable after the expiration of 31 August 2031	NGN	N20.72 billion/ N71.61 billion	Operational license and spectrum license, authorises 2nd Generation mobile services & mobile voice/SMS, basic data (GPRS)
2.	3G Spectrum Licence (Receive Frequency 1920 - 1930 MHz) (Transmit Frequency 2110 - 2120MHz)	1 May 2007/ 1 May 2022	15	As may be determined by NCC	NGN	N19.04 billion/ N58.7 billion	Spectrum License for 3rd Generation (3G) services. Enables high- speed data services (voice/video calls, live data streaming, etc.)
3.	Unified Access Service Licence (UASL)	1 September 2006/1 September 2021	10	Renewable after the expiration of 31 August 2031	NGN	N114.6 million/ N374.6 million	Operational license, technology-neutral & permits full bouquet of services possible on existing spectrum
4.	International Submarine Cable Infrastructure and Landing Station (WACS)	1 January 2010	20	Renewable after the expiration of 31 December 2030	NGN	N33.2 million	Authorises MTN Nigeria to set up & maintain a landing station for transmission of international traffic. Authorises carriage of both MTN Nigeria/3rd party traffic.
5.	800MHz - Intercellular acquisition*	1 January 2021	10	Renewable after the expiration of 31 December 2030	NGN	N61.64 billion	Spectrum for 4th Generation (4G/ LTE) services, broadband spectrum and enables voice calls over IP-based networks, video calling, streaming and downloading etc.
6.	700 MHz spectrum licence	14 December 2020	10	13 December 2030	NGN	N40.35 billion	For the provision of telecommunication services.
7.	Spectrums 800 MHz (Visafone)*	1 January 2015/ 1 January 2025	10	Renewable after the expiration of 31 December 2024.	NGN	N48.1 billion	Spectrum for 4th Generation (4G/ LTE) services, broadband spectrum and enables voice calls over IP-based networks, video calling, streaming and downloading etc.
8.	Spectrums 2.6GHz	1 January 2018	10	Renewable after the expiration of 31 December 2027	NGN	N18.9 billion	Spectrum license for 4th generation (4G/LTE) services, broadband spectrum and enables voice calls over IP-based networks, video calling, streaming and downloading etc.
9.	2.6GHz (Opensky Acquisition)	7 September 2023	10	Renewable after the expiration of 16 April 2033	NGN	N79.68 billion	Spectrum license for 4th generation (4G/LTE) services, broadband spectrum and enables voice calls over IP-based networks, video calling, streaming and downloading etc.
10.	3.5GHz Spectrum Licence	24 August 2022	10	Renewable after the expiration of 23 August 2032	NGN	N119.28 billion	Spectrum license for 5G services. Enables high- speed data services (voice/video calls, live data streaming, etc.)
11.	Ntel Spectrum Licence (900MHz and 1800 MHz)**	1 May 2023/1 May 2025	2	Expires on 30 April 2027	NGN	N26.83 billion	Shared operational spectrum license, authorises 2nd Generation mobile services and mobile broadband services using 3G/4G technology

*The NCC has approved a harmonisation of the term of the Visafone & Intercellular 800MHz spectrum licences. As such, Intercellular 800MHz has been renewed for a further 4-year period (i.e., till 31 December 2034) to align with the term of the Visafone 800MHz at the sum of N1.596 billion.

**This is a prepaid spectrum lease initially scheduled to expire in April 2025. A further two-year renewal has extended the expiry to 30 April 2027, with the inclusion of a standalone one-year lease running from 30 November 2024 to 29 November 2025.

22. Investments in subsidiaries

The following table lists the entities which are controlled by the Group.

Name of company	% Holding 2024	% Holding 2023	Carrying Amount 2024 N million	Carrying Amount 2023 N million
Visafone Communications Limited (now liquidated)	- %	100 %	-	43,778
XS Broadband Limited	100 %	100 %	500	500
Yello Digital Financial Services Limited	100 %	100 %	15,000	15,000
MoMo Payment Service Bank Limited	100 %	80 %	87,950	41,600
			103,450	100,878
Impairment of investment in subsidiary (XS Broadband)			(500)	(500)
			102,950	**100,378**

All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company do not differ from the proportion of ordinary shares held. All the subsidiaries have the same year- end as the parent company.

During the year, the investment in MoMo Payment Service Limited increased by N46.35 billion (2023: N25.2 billion), of which N16.35 billion relates to the acquisition of the non-controlling interest (see note 22.1) and N30 billion is a cash injection made in the fourth quarter of the financial year.

The investment in XS Broadband Limited was impaired in previous years to reflect the recoverable amount of MTN Nigeria's investment in subsidiary in line with IAS 36 - impairment of assets.

There are no significant regulatory restrictions to movement of capital from the subsidiaries.

22.1 Acquisition of non-controlling interest in MoMo PSB Limited

In May 2024, the non-controlling interest holders in MoMo Payment Service Bank (MoMo PSB) offered to sell their 20% stake, which has been previously diluted to a 7.17% minority interest, to MTN Nigeria Communications PLC ("MTN Nigeria"). This proposal was accepted, and MTN Nigeria paid N6.95 billion as the agreed purchase consideration.
This acquisition has been recorded as an equity transaction, resulting in an adjustment of N12.97 billion to the Group's retained earnings. This adjustment reflects the difference between the carrying amount of the non-controlling interest acquired and the consideration paid, in compliance with the provisions of International Financial Reporting Standards (IFRS) 10.

	N million
Purchase consideration paid*	16,350
Less: NCI net assets acquired	(3,574)
Less: 20% of post audit CBN provisions	194
Adjustment to Group's other reserves	**12,970**

*The purchase consideration includes N6.95 billion paid to the minority interest holders and an additional investment of N9.4 billion initially recogised as a receivable.

22.2 Absorption and liquidation of Visafone Communications Limited

During the year, MTN Nigeria Communications PLC ("MTN Nigeria") concluded an internal restructuring involving the absorption of Visafone Communications Limited ("Visafone"), a subsidiary under common control. The restructuring and absorption of Visafone by MTN Nigeria have been accounted for in line with the principles of predecessor accounting for common control transactions. Under predecessor accounting, assets and liabilities are transferred at their carrying amounts in MTN Nigeria's financial statements, and any loss arising is recogised in the common control reserve. Consequently, a loss of N30.35 billion has been recognised in the common control reserve of MTN Nigeria. Below is the summary of the absorption as at 31 January 2024:

Visafone Communications Limited (now liquidated)
Statement of asset and liabilities absorption as at 31 January 2024

	Note(s)	N million
Non-current assets		
Intangible assets - Spectrum licence (cost)	21	48,153
Intangible assets - Spectrum licence (accumulated depreciation)	21	(43,278)
Goodwill	21	10,016
Non-current prepayment		2
		14,893
Current assets		
Trade and other receivables		446
Cash and cash equivalents		91
		537
Total assets		**15,430**
Current liability		
Trade and other payables		844
Contract liabilities	40	61
Current tax payable	42	31
Deferred tax liability	43	1,068
		2,004
Net assets absorbed by MTN Nigeria		**13,426**
Impact of Visafone Absorption on MTN Nigeria		
Investment in Visafone		43,778
Less net assets absorbed		(13,426)
Total loss recognised in common control reserve	33	**30,352**

Following the absorption by MTN Nigeria, Visafone is now fully liquidated. The liquidation process was completed during the year, and all remaining assets and liabilities of Visafone have been transferred. The Group's financial statements accurately reflect the economic substance of the restructuring and prevent any double counting of previously recognised expenses.

23. Contract acquisition costs

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Opening balance		7,136	6,602	7,136	6,602
Additions		7,246	5,029	7,246	5,029
Amortised and expensed in the year		(5,038)	(4,495)	(5,038)	(4,495)
Closing balance		**9,344**	**7,136**	**9,344**	**7,136**

Contract acquisition costs are incremental costs of obtaining a contract with a customer that would not have incurred if the contract had not been obtained. They include incremental commission fees paid to trade partners for SIM activations and the costs of virtual NIMC tokenisation incurred during customer identity verification exercises at all service touchpoints.

These costs are amortised on a straight line basis over the estimated subscriber tenure on the network. The amortisation period ranges from 18 months to 48 months. Contract acquisition costs amortised during the year is included in discounts and commissions in profit or loss.

24. Investments

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Other non-current investments					
Treasury bonds at amortised cost		9,154	6,720	6,661	6,720
Allowance for expected credit losses	24.2	(86)	(88)	(86)	(88)
		9,068	6,632	6,575	6,632

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Current investments					
US Dollar deposits at amortised cost		23,824	-	23,824	-
Treasury bills at amortised cost		11,806	4,132	1,489	990
Allowance for expected credit losses	24.2	(90)	(103)	(38)	(67)
Net current investments at amortised cost		35,540	4,029	25,275	923
Treasury bills and bonds at FVTPL		1,584	205	1,584	205
Treasury bills and bonds at FVOCI		15,285	3,022	1,337	1,491
		52,409	7,256	28,196	2,619

For cash flow purposes of current investments:

Group: Total purchases was N125.23 billion (2023: N11.94 billion); total sales is N99.73 billion (2023: N38.68 billion). Company: Total purchases was N105.62 billion (2023: N10.17 billion); total sales was N99.73 billion (2023: N38.68 billion).

24.1 Investments measured at fair value through other comprehensive income (FVOCI)

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
As at 1 January		3,022	13,532	1,491	11,267
Purchases		20,197	9,627	-	9,627
Sales		(9,088)	(20,699)	-	(19,895)
Interest accrued		1,600	1,774	183	1,723
Net loss from changes in fair value		(140)	(1,212)	(154)	(1,231)
Interest received		(306)	-	(183)	-
		15,285	3,022	1,337	1,491

24.2 Reconciliation for allowance of expected credit losses

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Other non-current investments					
As at 1 January		(88)	(201)	(88)	(201)
Reversal of credit expense	13	2	113	2	113
As at 31 December	**24**	**(86)**	**(88)**	**(86)**	**(88)**

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Current investments					
As at 1 January		(103)	(12)	(67)	(12)
Reversal of/(increase in) credit loss expense	13	13	(91)	29	(55)
As at 31 December	**24**	**(90)**	**(103)**	**(38)**	**(67)**

25. Non-current prepayment

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Prepayment for road infrastructure tax credit	25.1	18,820	17,421	18,820	17,421
Other non-current prepayments (1)		7,407	8,959	7,407	8,959
		26,227	26,380	26,227	26,380

(1) This includes the non-current portion of the prepaid Indefeasible right of use (IRU) asset access to the West African Cable System (WACS).

25.1 Prepayment for road infrastructure tax credit

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Opening balance		17,421	130	17,421	130
Additions		18,978	17,291	18,978	17,291
Tax credit utilised to offset current tax payable	25.2	(17,579)	-	(17,579)	-
Closing balance	25	18,820	17,421	18,820	17,421

These tax credits are costs incurred towards the reconstruction of the Enugu-Onitsha expressway under the Road Infrastructure Development and Refurbishment Investment Tax Credit ("Road Tax Credit") Scheme. The Scheme is a public-private partnership (PPP) intervention that enables the Nigerian Government to leverage private sector capital and efficiency for the construction, repair, and maintenance of critical road infrastructure in key economic areas in Nigeria. MTN Nigeria shall be entitled to utilise the total cost incurred in the construction or refurbishment of an eligible road as a tax credit against their future Companies Income Tax (CIT) liability, until full cost recovery is achieved.

25.2 Road infrastructure tax credit applied to tax payable

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Tax credit utilised to offset current tax payable	25.1	17,579	-	17,579	-
Interest income - RITC uplift	15	3,618	-	3,618	-
Total road infrastructure tax credit		21,197	-	21,197	-
Road investment tax credit utilised	42	(21,197)	-	(21,197)	-
Un-utilised road investment tax credit as at year end		-	-	-	-

The interest income on the RITC is a compensation for the time value of money under the road infrastructure tax scheme, and its based on MPR plus a 2% uplift.

26. Inventories

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Handsets and accessories		5,893	5,960	5,317	5,960
Starter packs		2,462	5,677	2,462	5,677
Gross handsets and accessories, and starter packs		8,355	11,637	7,779	11,637
Inventories (write-downs)	26.1	(1,384)	(5,610)	(1,384)	(5,610)
		6,971	6,027	6,395	6,027

During the year, N48.63 billion (2023: N30.30 billion) was recognised as an expense for inventories as cost of starter packs, handsets and accessories reported on the profit or loss statement.

26.1 Reconciliation of inventory write-down

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Opening balance		(5,610)	(4,557)	(5,610)	(4,557)
Decrease/(increase) in inventory write-down	14	4,226	(1,053)	4,226	(1,053)
Opening balance	**26**	**(1,384)**	**(5,610)**	**(1,384)**	**(5,610)**

During the year, there was a reversal of inventory write-down of N4.23 billion (2023: write-down of N1.05 billion) for starter packs, 4G and 5G devices carried at net realisable value. The reversal resulted from the improved market conditions and higher-than-expected sales of the previously written-down inventory items. The reversal is recogised in other operating expenses in the statement of profit or loss.

27. Trade and other receivables

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Financial instruments:					
Trade receivables		132,265	73,609	132,265	73,338
Trade receivables - related parties	46.6	77,494	28,724	127,185	65,010
Allowance for expected credit losses	27.1	(21,071)	(14,650)	(21,071)	(14,232)
Net trade receivables at amortised cost		188,688	87,683	238,379	124,116
Other receivables (a)	27.2	55,201	30,634	53,352	26,680
		243,889	**118,317**	**291,731**	**150,796**
Non-financial instruments:					
Sundry receivables and advances (b)		693	580	553	545
Other non-financial receivables (c)		69,667	80,211	53,618	72,324
Prepayments (d)		53,464	16,306	53,064	16,027
		123,824	**97,097**	**107,235**	**88,896**
Total trade and other receivables		**367,713**	**215,414**	**398,966**	**239,692**

(a) Other receivables includes uninvoiced expenses covered for related parties and subsidiaries.
(b) Sundry receivables and advances includes advances to staff for travel expenses and other work related expenses.
(c) Other non-financial receivables includes contracted Advance Payment Guarantees (APGs) and performance bonds with vendors and withholding tax receivables.
(d) Prepayments prepaid operational costs, short term software licenses and insurance.

The Group's exposure to currency risk and credit risk and impairment losses related to trade and other receivables are disclosed in note 52.3.2 and 52.1.2 respectively.
The carrying value of trade and other receivables materially approximates the fair value because of the short period to maturity

27.1 Reconcilitaion of allowance for expected credit losses

The following table shows the movement in the loss allowance (lifetime expected credit losses) for trade receivables:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
As at 1 January		(14,650)	(13,652)	(14,232)	(13,234)
Increase in loss allowance recognised in profit or loss	13	(6,839)	(998)	(6,839)	(998)
Reversal of loss allowance of Visafone receivables		418	-	-	-
As at 31 December	**27**	**(21,071)**	**(14,650)**	**(21,071)**	**(14,232)**

The impairment charge of N6.84 billion (2023: N1.00 billion) for Group and Company was recognised in the other operating expenses, note 14. N418 million of credit loss allowance from Visafone was reversed from the allowance for expected credit losses after its liquidation. See note of the analysis of credit risk and expected credit losses in note 52.1.2.

27.2 Other receivables

	Group		Company	
	2024	2023	2024	2023
Note(s)	N million	N million	N million	N million
Uninvoiced expenses covered for related parties and subsidiaries and other receivable balances	55,201	30,634	53,352	26,680
Unauthorised transferred receivables	-	-	9,496	9,496
Credit loss on other receivables	-	-	(9,496)	(9,496)
	55,201	30,634	53,352	26,680

Other receivables is made up of advanced payments and the amount expected from unauthorized cash transfers that occurred due to a system technical glitch in MoMo PSB in 2022. N22 billion was wrongly transferred out of which N12.5 billion has been recovered with a balance of N9.5 billion yet to be recovered. The company has fully provided for the outstanding balance.

28. Restricted cash

	Group		Company	
	2024	2023	2024	2023
Note(s)	N million	N million	N million	N million
Restricted cash deposits for letters of credit (a)	81,623	346,146	81,623	331,897
Collateral on borrowings (b)	22,372	31,457	22,372	31,457
Restricted cash on swap transaction (c)	-	15,662	-	15,662
Collateral on forwards (d)	1,884	-	1,884	-
Restricted cash - others (e)	1,144	1,144	944	15,193
	107,023	394,409	106,823	394,209

(a) This is usance letters of credit (LC) that is backed by restricted cash deposit (known as cash collateral) in US$ and Naira.
(b) Collateral on borrowings include cash invested in marketable securities as part of a loan covenant.
(c) Restricted cash on swap transaction includes security on the derivative liability contract with the counterparty.
(d) This is the cash build up on forward contract.
(e) Restricted cash - others comprises of: the retention fee on purchase of Visafone Communications Limited (now liquidated) of N378 million; dividends received on shares held in trust by Vetiva Trustee Ltd for the MTN Nigeria employee shares scheme implementation; N500.8 million (December 2023: N500.8 million) and garnishees against court judgments of N64.9 million (December 2023: 64.9 million). For Group, YDFS has a deposit of N200 million with the Central Bank of Nigeria for access to the PSSP (Payment service solution provider) & PTSP (Payment terminal service provider) platforms.

For the purpose of cash flows, total net cash inflow from banks for restricted cash was; for Group: N292.17 billion (2023: outflow to banks N200.46 billion), for Company N292.17 billion (2023: outflow to banks N200.46 billion).

29. Cash and deposit held for MoMo customers

29.1 Cash held for MoMo Customer

	Group		Company	
	2024	2023	2024	2023
Note(s)	N million	N million	N million	N million
Cash held for MoMo Customer	3,843	7,601	-	-

Cash held for MoMo PSB customers relates to MoMo customers deposit liability for the year as seen below.

29.2 Deposit held for MoMo customers

	Group		Company	
	2024	2023	2024	2023
Note(s)	N million	N million	N million	N million
Deposit held for MoMo Customer	3,843	7,601	-	-

The deposits held for MoMo customers are measured at their carrying amounts considering that these are either due or demandable at short notice.

30. Cash and cash equivalents

Cash and cash equivalents consist of:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Bank balances		214,004	183,971	213,037	176,496
Short-term deposits		39,405	161,197	19,795	139,093
		253,409	345,168	232,832	315,589
Allowance for expected credit losses	30.1	(32)	(94)	(32)	(41)
Net cash and cash equivalents		**253,377**	**345,074**	**232,800**	**315,548**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following at 31 December:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Bank balances		214,004	183,971	213,037	176,496
Short-term deposits		39,405	161,197	19,795	139,093)
		253,409	345,168	232,832	315,589

30.1 Reconciliation of allowance for expected credit losses

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
As at 1 January		(94)	(288)	(41)	(288)
Reversal of credit loss expense	13	62	194	9	247
As at 31 December	**30**	**(32)**	**(94)**	**(32)**	**(41)**

31. Equity

31.1 Share capital

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Issued and fully paid					
20,995,560,103 ordinary shares of N0.02 each		420	420	420	420
Reconciliation:					
As at 1 January 2024		420	407	420	407
Additional share issue (641,047,053 ordinary shares at N0.02 per share)		-	13	-	13
As at 31 December		**420**	**420**	**420**	**420**

The additional new shares created by the scrip dividend scheme (see note 31.2) has been incorporated into the company's minimum issued share capital as duly approved by Securities and Exchange Commission (SEC) and registered with the Corporate Affairs Commission (CAC).

31.2 Scrip dividend scheme

In the prior the year, MTN Nigeria Communications Plc offered a scrip dividend election plan to its shareholders with the option to elect and receive new ordinary shares in the Company instead of receiving the dividend in cash. The scrip dividend election plan was approved by the shareholders at the Annual General Meeting held on 18 April 2023, with the plan being effective for 2022 financial year dividends.

Upon the conclusion of the election period, shareholders elected to receive a total number of 641,047,053 scrip dividend shares of N232.68 per share (N149,158,828,292). The Corporate Affairs Commission (CAC) authorised the increase of the Company share capital to accommodate the 641,047,053 scrip dividend shares. Those shares were subsequently approved and registered by the Securities and Exchange Commission (SEC).

31.3 Dividends

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Final dividend for 2023: nil (2022: N10.00 kobo per share)		-	203,375	-	203,375
Interim dividend for 2024: nil (2023: N5.60 kobo per share)		-	117,481	-	117,481
		-	320,856	-	320,856

For the purpose of the statement of cash flows, dividends paid comprise of:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Final dividend paid		-	54,216	-	54,216
Interim dividend paid		-	117,481	-	117,481
		-	171,697	-	171,697

The increase in shares also impacted the interim dividend paid in 2023, the additional dividend payment of N3.49 billion was on the additional 641 million shares issued (less withholding tax).

32. Share premium

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
4,500,000 ordinary shares of N 3,779.89 each		17,009	17,009	17,009	17,009
138,960 ordinary shares at N 1,488.15 each		207	207	207	207
641,047,053 ordinary shares of N232.66 each		149,146	149,146	149,146	149,146
		166,362	166,362	166,362	166,362

33. Other reserves

33.1 Movement in other reserves

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
As at 1 January		701	1,664	708	1,664
Net fair valuation loss on FVOCI investments		(104)	(884)	(108)	(877)
Net remeasurement loss on employee benefits liability		(81)	(79)	(81)	(79)
Common control reserve		-	-	(30,352)	-
Non-controlling interest acquisition		(12,970)	-	-	-
As at 31 December		**(12,454)**	**701**	**(29,833)**	**708**

Fair valuation loss on financial assets classified as fair value through other comprehensive income is recognised on Federal Government treasury bills and bonds investments net of tax except for Federal Government bonds, which are exempted from company income tax.

The remeasurement of loss on employee benefits valuation in accordance with IAS 19 Employee benefits.

33.2 Other reserves is made up of:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Other reserves is made up of:					
Capital redemption reserve fund	33.3	239	239	239	239
Fair value reserve of FVOCI investments	33.3	(383)	(279)	(380)	(272)
Remeasurement on employee benefits liability	33.3	660	741	660	741
Common control reserve	33.3	-	-	(30,352)	-
Non-controlling interest acquisition	33.3	(12,970)	-	-	-
		(12,454)	**701**	**(29,833)**	**708**

33.3 Analysis of other reserves:

	Note(s)	Capital redemption reserve fund	Fair value reserve of FVOCI	Remeasure ment on employee benefits liability	Common control reserve	Non- controlling interest acquisition	Total
		N million	N million	N million	N million		N million
Group							
1 January 2023		239	605	820	-	-	1,664
Net fair value loss on FVOCI investments	24.1	-	(1,212)	-	-	-	(1,212)
Remeasurement loss on employee benefits	45.1	-	-	(117)	-	-	(117)
Deferred tax on FVOCI items	43.3	-	354	-	-	-	354
Deferred tax on actuarial gains	43.3	-	-	38	-	-	38
Reversal of credit losses on FVOCI investments	13	-	(26)	-	-	-	(26)
31 December 2023		239	(279)	741	-	-	701
Net fair value loss on FVOCI investments	24.1	-	(140)	-	-	-	(140)
Non-controlling interest acquisition	22.1	-	-	-	-	-	(12,970)
Deferred tax on FVOCI items	43.3	-	46	-	-	(12,970)	46
Remeasurement loss on employee benefits	45.1	-	-	(116)	-	-	(116)
Deferred tax on actuarial loss	43.3	-	-	35	-	-	35
Reversal of credit losses on FVOCI investments	13	-	(10)	-	-	-	(10)
31 December 2024		239	(383)	660	-	(12,970)	(12,454)

		Capital redemption reserve fund	Fair value reserve of FVOCI	Remeasure ment on employee benefits liability	Common control reserve	Non- controlling interest acquisition	Total
	Note(s)	N million	N million	N million	N million		N million
Company							
1 January 2023		239	605	820	-	-	1,664
Net fair value loss on FVOCI investments	24.1	-	(1,231)	-	-	-	(1,231)
Remeasurement loss on employee benefits	45.1	-	-	(117)	-	-	(117)
Deferred tax on FVOCI items	43.3	-	354	-	-	-	354
Deferred tax on actuarial gains	43.3	-	-	38	-	-	38
31 December 2023		239	(272)	741	-	-	708
Net fair value loss on FVOCI investments	24.1	-	(154)	-	-	-	(154)
Absorption of Visafone	22.2	-	-	-	(30,352)	-	(30,352)
Deferred tax on FVOCI items	43.3	-	46	-	-	-	46
Remeasurement loss on employee benefits	45.1	-	-	(116)	-	-	(116)
Deferred tax on actuarial loss	43.3	-	-	35	-	-	35
31 December 2024		**239**	**(380)**	**660**	**(30,352)**	**-**	**(29,833)**

The allowance for the expected credit losses for investments at FVOCI for the Company were not assessed and are not material to the financial statements.

34 Treasury shares

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Treasury shares		(4,869)	(4,869)	(4,869)	(4,869)

Treasury shares represent 28,809,789 ordinary shares of MTN Nigeria acquired and held in trust by Vetiva Trustee Limited for the purpose of employee share scheme implementation (2023: 28,809,789)

35. Loss and dividend per share

35.1 Basic and diluted loss per share

Loss per share is calculated using the weighted average number of ordinary shares in issue during the year and is based on the loss after tax attributable to ordinary shareholders of the parent. For the purpose of calculating loss per share, treasury shares are deducted from the weighted average number of ordinary shares outstanding at the end of the reporting period.
Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares and is based on the net loss attributable to ordinary shareholders, adjusted for the after-tax dilutive effect.

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Loss attributable to equity holders (N 'million)		(399,448)	(133,841)	(360,476)	(104,510)
Weighted average numbers of ordinary shares at end of year (million)		20,967	20,967	20,967	20,967
Basic and diluted loss per share (N)		(19.05)	(6.38)	(17.19)	(4.98)

Loss per share is calculated by dividing the loss after tax attributable to ordinary shareholders of the parent by the weighted average number of ordinary shares in issue during the period, excluding the average number of ordinary shares held as treasury shares (2024: 28,809,789; 2023: 28,809,789).

35.2 Dividends per share

	Group		Company	
	2024	2023	2024	2023
Interim (N)	-	5.60	-	5.60
Final (N)	-	-	-	-

MTN Nigeria did not propose dividends for the year ended 31 December 2024 (31 December 2023: nil) in view of the Group's accumulated loss position.

36. Borrowings

	Description of borrowing	Type	Currency	Nonimal Interest	Remaining repayment details	N million
2024						
1	Local syndicated facility (M)	Unsecured	NGN	25%-30%	2 semi-annual equal	31,196
2	Local syndicated facility (N)	Unsecured	NGN	25%-30%	3 semi-annual equal	14,954
3	Bilateral loan facility (Stanbic)	Unsecured	NGN	28%-35%	2 semi-annual equal	62,081
4	Access Bank facility (R)	Unsecured	US$	7%-12%	5 semi-annual equal	103,874
5	AFC foreign facility (Q)	Unsecured	US$	7%-12%	5 annual	123,892
6	Local bond series I&II (7yr & 10yr)	Unsecured	NGN	12.7%-14.5%	9 annual	319,903
7	Letter of credit transaction established on credit line	Secured	US$	8%-16%	2 quarterly equal	32,316
8	Commercial paper	Unsecured	NGN	25%-30%	Matures 2025	158,064
9	Bilateral loan facility (First Bank)	Unsecured	NGN	28%-35%	2 semi -annual equal	52,677
10	Bilateral loan facility (Zenith Bank)	Unsecured	NGN	28%-35%	2 semi - annual equal	53,008
11	Supply chain finance	Unsecured	NGN	28%-35%	Matures in Jan 2025	20,950
						972,915

	Description of borrowing	Type	Currency	Nonimal Interest	Remaining repayment details	N million
2023						
1	Local syndicated facility (M)	Unsecured	NGN	13%-18%	4 semi-annual equal installments	62,149
2	Local syndicated facility (N)	Unsecured	NGN	13%-18%	5 semi-annual equal installments	24,901
3	Commercial paper	Unsecured	NGN	13%-16%	Matures March 2024	234,109
4	Foreign EIB facility	Unsecured	US$	7%-12%	11 semi-annual equal installments	61,264
5	AFC foreign facility (Q)	Unsecured	US$	8%-12%	5 annual installments	72,696
6	Local Bond Series I&II (7yr & 10yr)	Unsecured	NGN	12.7%-14.5%	9 annual installments	319,320
7	Letter of credit transaction established on credit line	Secured	US$	2%-14%	2 quarterly equal installments	402,730
						1,177,169

36.1 Borrowings maturity and reconciliation

Borrowings maturity
The maturity of the loan is as follows:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Payable within one year (included in current liabilities)*		336,325	689,352	336,325	689,352
More than one but not exceeding two years		234,229	78,825	234,229	78,825
More than two but not exceeding five years		257,109	184,841	257,109	184,841
More than five years		145,252	224,151	145,252	224,151
Amounts included in non-current liabilities		**636,590**	**487,817**	**636,590**	**487,817**
Total borrowings		**972,915**	**1,177,169**	**972,915**	**1,177,169**

*This includes letters of credit of N32.32 billion (December 2023: N402.73 billion).

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Borrowings reconciliation As at 1 January		1,177,169	689,673	1,177,169	689,673
Drawdown		463,348	635,825	463,348	635,825
Repayment		(988,674)	(501,280)	(988,674)	(501,280)
Interest payment		(187,632)	(15,086)	(187,632)	(15,086)
Interest charge	16	172,073	125,540	172,073	125,540
Exchange loss	17	336,631	242,497	336,631	242,497
As at 31 December		**972,915**	**1,177,169**	**972,915**	**1,177,169**

36.2 Borrowing arrangements

MTN Nigeria has a loan portfolio with a consortium of local banks, foreign banks and export development agencies. The details of the facilities are as follows:

1. Local syndicated facility M - This is a local facility of N200 billion syndicated from local banks in August 2018. It is a variable interest loan, linked to average 3-month NIBOR plus a margin of 1.75%. The total available amount under the loan has been fully drawn. The loan is repayable in six (6) equal semi-annual installments from January 2023 to August 2025. As at 31 December 2024, the outstanding balance on the facility is N31.1 billion (31 December 2023: N62.15 billion).

2. Local syndicated facility N - This is a N200 billion local currency term loan syndicated from local banks in May 2019 with a 7-year tenor and a moratorium of two years. It is a variable interest loan, linked to average 3-month NIBOR plus a margin of 1.75%. The total available amount under the loan has been fully drawn. The loan is repayable in seven (7) equal semi-annual installments from April 2023 to May 2026. As at 31 December 2024, the outstanding balance on the facility is N14.95 billion (31 December 2023: N24.9 billion).

3. Bilateral loan facility (Stanbic) - N60 billion bilateral financing facility was secured with Stanbic Bank. The interest rate is based on the prevailing Monetary Policy Rate (MPR) and a margin . The loan includes a one-year moratorium, with repayments scheduled to begin in 2025 in two equal installments. As at 31 December 2024, outstanding balance of N62.08 billion.

4. Access Bank facility (R) – US$66.9 million financing from Access Bank was arranged in 2024. It was drawn in October 2024 to replace the US$66.9 million from European investment bank (EIB). It is a floating interest loan linked to the 6 month term SOFR plus a margin. The repayment of principal is over five (5) equal semi-annual installments which will commence in October 2025. As at 31 December 2024, the facility has an outstanding balance of US$66.9 million

5. AFC foreign facility Q - US$150 million from AFC was arranged in 2022 with 2-year moratorium. US$79.19 million of Facility Q was drawn in two tranches based on a floating interest rate of compounded daily SOFR plus a margin,The repayments will begin in January 2025 and be made over six installments. As at 31 December 2024, the facility has an outstanding balance of US$79.19 million. (31 December 2023: US$79.19 million).

6. Local bonds - Under the N200 billion bond issuance programme, two series were issued on 5 May and 4 November 2021 comprising of:

a) Series I: N110.001 billion 7 year 13% bond due 2028.
b) Series II: N89.999 billion 10 year 12.75% bond due 2031.
c) Series III: Tranche A - N10 billion 4 year 13.5% bond issued in 29 September 2022 due in 2026.
Tranche B - N105 billion 10 year 14.5% bond issued on 30 September 2022 due in 2032.

In securing the facilities, MTN Nigeria has made a negative pledge over all existing and future assets to the lenders. The negative pledge signifies that MTN Nigeria has agreed not to deplete its assets via sales, collateral and transfers to anyone except the group of lenders, subject to a permitted amount. No other security has been provided. As at 31 December 2024, the outstanding balance on the facility is N319.90 billion (31 December 2023: N319.32 billion).

7. Letter of credit transaction established on credit line - A total of US$450 million trade loans for the establishment of letters of credit with various local banks. The loans attract pre and post Negotiation charges, and the facility are largely cash backed. The sum of US$20.83 million was due and unpaid as at 31 December 2024 as trade loans for letters of credit.

8. Commercial paper – Under the N250 billion commercial paper issuance programme are:

Series number	Issue date	Face value	Tenor	Discount rate	Maturity date
Series XI	November 2024	N25.6 billion	181 days	24.2023%	May 2025
Series XII	November 2024	N49.3 billion	265 days	23.9585%	July 2025
Series XIII	November 2024	N20.6 billion	180 days	24.2174%	May 2025
Series XIV	November 2024	N51.53 billion	270 days	23.8792%	August 2025
Series XV	December 2024	N2.28 billion	180 days	24.2162%	June 2025
Series XVI	December 2024	N35.49 billion	270 days	23.8780%	September 2025

As at 31 December 2024, the outstanding balance on the facility is N158.06 billion (31 December 2023: N234.11 billion).

9. Bilateral loan facility (First Bank) - N50 billion bilateral financing facility was secured with First Bank. This facility carries an interest rate of the average 180-day NIBOR and a margin. A one-year moratorium is in place, with repayments scheduled to begin in 2026, via two equal installments. As at 31 December 2024, outstanding balance of N52.68 billion.

10. Bilateral loan facility (Zenith Bank) - N50 billion bilateral financing facility was drawn down with Zenith Bank at an interest rate based on the Monetary Policy Rate (MPR) and a margin. The facility includes a one-year moratorium, with repayments beginning in 2026 via two equal installments. As at 31 December 2024, outstanding balance of N53.01 billion.

11. Supply chain finance - A total of N20 billion was given by Access Bank Nigeria as supply finance loan in November 2024 at MPR plus a margin which is due for repayment every 90 days. This is due in January 2025. As at 31 December 2024, outstanding balance of N20.95 billion.

36.3 Syndicated loans and offshore facility covenant waiver

During the reporting period, the Company breached certain terms of its long-term loan agreements, where the impact of the continued Naira weakness resulted in the carrying value of the Company's liabilities exceeding its assets. Consequently, the Company secured a waiver from its majority lenders, temporarily suspend covenant monitoring. This waiver allows the Company to continue the servicing of the loans as though no defaults in loan covenants had occurred. As a result, the Company retains the right to settle the loan obligations in line with the initially agreed timing without triggering debt acceleration in the reporting period, and the borrowings have been classified accordingly. The covenant ratio waiver is valid until June 2025, after which the loan covenants will be reassessed for compliance.

Management does not expect the default of the covenant ratios to extend beyond 2025. The outstanding loan balance (comprising offshore facilities and local syndicated loans) as at 31 December 2024 is N270 billion (31 December 2023: N226 billion).

36.4 Supply chain financing arrangements

MTN Nigeria has an active supply chain financing (SCF) arrangement. Under this arrangement, Fiducia Data Services Limited, in partnership with financiers/banks, agreed to pay participating suppliers amounts owed by MTN Nigeria based on submitted invoices and subsequently receive settlement from MTN within ninety (90) days starting from the date Fiducia Data Services makes funds available for MTN Nigeria. The fee/commission payable on this arrangement is set at MPR plus 100 basis points. The primary purpose of this arrangement is to facilitate efficient payment processing and enable the willing suppliers to receive payments from the bank on or before the invoice due date.

Company reports amounts owed to financier who provides funds for payment to suppliers within short-term loan, because upon funding by the financier, amount due to suppliers are settled and a new liability which is due to the financier is recognised. The amount due to the financier is secured against the underlying goods or services.

Payments received from, and made to, the financier are included within financing cash flows while the payment made to supplier is classified as cash outflow to operating activities. As at 31 December 2024, all amounts due under the supplier finance arrangements are classified as current liabilities.

36.4.1 Carrying amount of the supply chain financing balance in borrowings.

			2024	2023
		Note(s)	N million	N million
a.	Presented with current borrowings		20,000	-
b.	Of which suppliers have received payment from finance provider		20,000	-

Range of payment due dates

a.	Liabilities that are part of the arrangement		90 days after invoice date	Not required
b.	Trade payable that are not part of an arrangement		90 days after invoice date	Not required

36.4.2 Impact of non-cash changes

There were no material foreign exchange differences, or other non-cash transfers affecting the carrying amount of liabilities under supplier finance arrangements.

36.4.3 Impact of supply chain financing management of liquidity risk

During the year, MTN Nigeria entered into a supply chain financing (SCF) arrangement. Under this arrangement, Fiducia Data Services Limited, in partnership with financiers/banks, agreed to pay participating suppliers amounts owed by MTN Nigeria based on submitted invoices and subsequently receive settlement from MTN within 90 days. While the SCF does not significantly extend payment terms beyond those agreed with non-participating suppliers, it helps enhance the predictability of cash outflows.

37. Provisions

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Non-current liabilities		43	46	43	46
Current liabilities		25,171	28,216	21,754	27,187
		25,214	28,262	21,797	27,233

Reconciliation of provision

	Opening balance	Additions	Utilised	Reversed	Exchange difference	Total
	N million	N million	N million	N million	N million	N million
Group - 2024						
Decommissioning provision	46	1	(4)	-	-	43
Litigation provision	17,025	19,651	(7,993)	(27,012)	-	1,671
Bonus provision	6,793	27,189	(16,771)	-	15	17,226
Other provisions	4,398	3,611	(1,361)	(374)	-	6,274
	28,262	50,452	(26,129)	(27,386)	15	25,214
Group - 2023						
Decommissioning provision	43	3	-	-	-	46
Litigation provision	12,720	4,305	-	-	-	17,025
Bonus provision	7,054	12,154	(7,565)	(4,850)	-	6,793
Unauthorised transfers	10,508	-	-	(10,508)	-	-
Other provisions	11,805	6,945	(14,352)	-	-	4,398
	42,130	23,407	(21,917)	(15,358)	-	28,262
Company - 2024						
Decommissioning provision	46	1	(4)	-	-	43
Litigation provision	17,025	19,651	(7,993)	(27,012)	-	1,671
Bonus provision	6,752	25,955	(16,771)	-	15	15,951
Other provisions	3,410	2,456	(1,361)	(373)	-	4,132
	27,233	48,063	(26,129)	(27,385)	15	21,797
Company - 2023						
Decommissioning provision	43	3	-	-	-	46
Litigation provision	12,720	4,305	-	-	-	17,025
Bonus provision	7,037	12,130	(7,565)	(4,850)	-	6,752
Other provisions	11,805	5,957	(14,352)	-	-	3,410
	31,605	22,395	(21,917)	(4,850)	-	27,233

37.1 Bonus provision

The bonus provision consists of a performance-based bonus, which is determined by reference to the overall Group performance with regard to a set of predetermined key performance measures. Bonuses are payable annually after the Holding Company annual results have been announced. Bonus provision is calculated as a percentage of employee's gross annual income plus pension contribution based on the overall performance of the Group, the teams, divisions and the employees.

37.2 Decommissioning provision

The decommissioning provision is the present value of dismantling costs discounted at a rate equal to the average rate that reflects current market assessment of the time value of money and the risks specific to the dismantling cost. The timing of the decommissioning is dependent on the expiration of the contract with the lessor.

37.3 Unauthorised transfers

This provision relates to the cost of the system glitch in MoMo PSB. The provision was initially recognised in MoMo PSB in 2022, however in 2023, the provision was transferred to MTN Nigeria based on the contractual terms of the Service Level Agreement. The expense is recognised in other operating expenses, see note 14.

37.4 Litigation provision

This relates to cases between MTN Nigeria and various bodies such as: Benue State Internal Revenue Services v MTN Nigeria, Corporate Communications Ltd vs MTN Nigeria, Hamsatu Abdullahi vs MTN Nigeria & Anor etc. Timing is dependent on the outcome of court judgements in respect of the litigation. The expense is recognised in other operating expenses, see note 14.

37.5 Other provisions

The Group is involved in various regulatory and tax matters. These matters may not necessarily be resolved in a manner that is favourable to the group. The group has therefore recogised provisions in respect of these matters based on estimates and probability of an outflow of economic benefits. MTN Nigeria strategic advisory and consultancy services are payable to various consultants and legal advisers.

38. Other non-current liabilities

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Other non-current liabilities		8,842	8,267	25	-

Other non current liabilities relates to the non current portion of payables of MoMo PSB's intangibles asset. For cash flow purposes, movement in other non current liabilities is N684 million (December 2023: Nil).

39. Trade and other payables

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Financial instruments:					
Trade payables		223,185	138,614	220,897	137,043
Trade payables - related parties	46.6	186,013	109,861	193,487	114,451
Other accrued expenses (a)		519,211	227,416	510,287	215,490
		928,409	475,891	924,671	466,984
Non-financial instruments:					
Other non-financial accrued expenses (b)		151,510	124,788	151,986	127,477
Sundry payables (c)		7,905	939	4,097	851
Other payables (d)		103,592	97,902	102,982	98,123
		263,007	223,629	259,065	226,451
		1,191,416	699,520	1,183,736	693,435

(a) Other accrued expenses include BTS lease accruals, accruals for cloud services and services provided by vendors.

(b) Other non-financial accrued expenses include unclaimed dividend, accrued staff expenses and other regulatory fees.

(c) Sundry payables includes security deposits and advance payments from some enterprise and wholesale business customers.

(d) Other non-financial payables include withholding, value added tax liabilities and the VAT assessment cost.

40. Contract liabilities

Reconciliation of contract liabilities

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
As at 1 January		102,796	92,861	102,414	92,479
Payments received in advance of delivery of performance obligations		3,182,400	2,430,630	3,182,400	2,430,630
Revenue recognised on delivery of goods/services:					
- In relation to carry forward balance recognised		(102,796)	(92,861)	(102,414)	(92,479)
- Recognised on delivery of goods/services during the year		(3,065,128)	(2,327,834)	(3,065,189)	(2,328,216)
Absorption of Visafone*		-	-	61	-
As at 31 December		**117,272**	**102,796**	**117,272**	**102,414**

Contract liability relates to payments received in advance from sales of recharge cards and on Subscriber Identification Module (SIM) cards. Contract liabilities are recognised as revenue when the subscribers use the airtime for network services such as voice, SMS, data and digital services and when the SIM cards are activated on the network.

The Group has elected the practical expedient of not disclosing the transaction price of unsatisfied performance obligations because the performance obligations relate to contracts that have an original expected duration of one year or less.

*The adjustment relates to the Visafone contract liability, which was initially consolidated in the opening balance but has now been absorbed by MTN Nigeria Communications PLC (MTN Nigeria) in accordance with the approved and implemented scheme of arrangement (see note 22.2

41. Derivatives

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Currency swap		-	15,912	-	15,912
Forward contracts		1,961	-	1,961	-
		1,961	**15,912**	**1,961**	**15,912**

All gains and losses from changes in the fair value of derivatives are recognised immediately in the profit or loss statement as finance income or cost.

The Group uses derivative financial instruments such as currency swap and forward contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the net fair value is positive and as financial liabilities when the net fair value is negative, refer to note 51 fair value estimation for details of valuation policies and processes.

The liability also has a restricted cash balance representing a security on the derivative liability contract with the counterparty, see note 28.

42. Current tax payable

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Balance as at 1 January		157,971	199,959	157,669	199,687
Provisions for the year - company income tax	18	-	129,459	-	129,458
Minimum tax	18	17,497	29	17,472	-
Prior year under provision	18	-	2,547	-	2,547
Provisions for the year - education tax	18	3,568	23,476	3,568	23,476
Absorption of Visafone	22.2	31	-	31	-
Tax paid		(126,620)	(184,507)	(126,620)	(184,507)
Road investment tax credit utilised	25.2	(21,197)	-	(21,197)	-
Withholding tax credit utilised		(6,238)	-	(6,210)	-
Reversal of prior year over provision		-	(12,992)	-	(12,992)
Balance as at 31 December		25,012	157,971	24,713	157,669

MTN Nigeria participated in the Road Infrastructure Development and Refurbishment Investment Tax Credit ("RITC") Scheme as part of its continued effort to support Federal Government initiatives on infrastructural developments. A total of N21.2 billion was approved as tax credit by the Ministry of Finance in line with the provisions of the scheme.

43. Deferred tax

43.1 Deferred tax liability

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Deferred tax liabilities	43.3	-	(1,149)	-	-

43.2 Deferred tax assets

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Deferred tax assets	43.3	321,349	151,362	321,332	140,777

Deferred tax asset recoverability

Deferred tax assets are recognised for tax losses carried forward to the extent that there are sufficient projected future taxable profits on which the tax losses can be utilised. The Group deferred tax assets resulted from temporary differences arising from associated provisions, allowances, and unrealised exchange differences.

The Group assess the availability of future taxable profit against which the deductible temporary difference or unused tax losses or credits can be recovered or utilised using 3 year projected taxable profit of the Group operation. Based on the assessments along with stress-test scenarios conducted, and considering the current business plans, coupled with the implementation of strategies aimed at improving financial performance and strengthening operational capabilities, management has a reasonable expectation that the Company will have a strong financial performance that will enable the utilization of the deferred tax assets within the relevant financial periods. Additionally, the new tariff increase (see note 58) is expected to accelerate this recovery.

43.3 Reconciliation of deferred tax asset/(liability)

Group	Reconciliation					Split	
	Net balance at 1 January	Recognised in profit or loss	Recognised in OCI	Others	Net balance at 31 December	Deferred tax assets	Deferred tax liabilities
	N million	N million	N million	N million	N million	N million	N million
2024							
Property and equipment	(178,465)	68,331	-	-	(110,134)	(110,134)	-
Right of use assets	197,185	143,895	-	-	341,080	341,080	-
Provision	20,642	(7,703)	-	-	12,939	12,939	-
Employee benefits	(348)	-	35	-	(313)	(313)	-
Unrealised exchange difference	102,391	(24,129)	-	-	78,262	78,262	-
Financial instruments at FVTPL	(130)	667	-	-	537	537	-
Financial instruments at OCI	-	-	46	-	46	46	-
Assessable losses	8,938	(10,105)	-	1,167	-	-	-
Absorption of Visafone	-	-	-	(1,068)	(1,068)	(1,068)	-
	150,213	**170,956**	**81**	**99**	**321,349**	**321,349**	**-**
2023							
Property and equipment	(156,606)	(21,859)	-	-	(178,465)	(178,465)	-
Right of use assets	72,690	124,495	-	-	197,185	197,185	-
Provision	16,005	4,637	-	-	20,642	20,642	-
Employee benefits	(386)	-	38	-	(348)	(348)	-
Unrealised exchange difference	13,535	88,856	-	-	102,391	102,391	-
Financial instruments at FVTPL	306	(436)	-	-	(130)	(130)	-
Financial instruments at OCI	(354)	-	354	-	-	-	-
Assessable losses	8,255	683	-	-	8,938	10,087	(1,149)
	(46,555)	**196,376**	**392**	**-**	**150,213**	**151,362**	**(1,149)**

Others relate to the deferred tax impact of the liquidation and absorption of Visafone.
The deferred tax liability of N1.149 billion is from the assessable loss of Visafone.

Company	Reconciliation					Split	
	Net balance at 1 January	Recognised in profit or loss	Recognised in OCI	Others	Net balance at 31 December	Deferred tax assets	Deferred tax liabilities
	N million	N million	N million	N million	N million	N million	N million
2024							
Property and equipment	(178,893)	68,759	-	-	(110,134)	(110,134)	-
Right of use assets	197,184	143,895	-	-	341,079	341,080	-
Provision	20,599	(7,677)	-	-	12,922	13,270	-
Employee benefits	(348)	-	35	-	(313)	(313)	-
Unrealised exchange difference	102,366	(24,104)	-	-	78,262	78,262	-
Financial instruments at FVTPL	(131)	667	-	-	536	187	-
Financial instruments at OCI	-	-	46	-	46	46	-
Absorption of Visafone	-	-	-	(1,068)	(1,068)	(1,068)	-
	140,777	**181,540**	**81**	**(1,068)**	**321,332**	**321,332**	**-**

43.3 Reconciliation of deferred tax asset/(liability) continued

Company	Reconciliation					Split	
	Net balance at 1 January	Recognised in profit or loss	Recognised in OCI	Others	Net balance at 31 December	Deferred tax assets	Deferred tax liabilities
	N million	N million	N million	N million	N million	N million	N million
2023							
Property and equipment	(156,606)	(22,287)	-	-	(178,893)	(178,893)	-
Right of use assets	72,690	124,494	-	-	197,184	197,184	-
Provision	15,989	4,610	-	-	20,599	20,599	-
Employee benefits	(386)	-	38	-	(348)	(348)	-
Unrealised exchange difference	13,534	88,832	-	-	102,366	102,366	-
Financial instruments at FVTPL	305	(436)	-	-	(131)	(131)	-
Financial instruments at OCI	(354)	-	354	-	-	-	-
	(54,828)	**195,213**	**392**	**-**	**140,777**	**140,777**	**-**

Others relate to the deferred tax impact of the liquidation and absorption of Visafone.

44.1 Share based payment liability

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Balance as at 1 January		16,910	8,569	16,910	8,569
Share based expense	12	8,420	14,606	8,420	14,606
Share based payments		(11,309)	(6,265)	(11,309)	(6,265)
Balance as at 31 December		**14,021**	**16,910**	**14,021**	**16,910**

MTN Nigeria Communications Plc operates a Notional Share Scheme, where qualifying staff receive the increase in a phantom MTN share price at exercise date as compared to the offer price. The scheme is a cash-settled share-based payment scheme. The share based payment liability relates to Locally Aligned Notional (LAN) Shares and Group Aligned Notional (GAN). MTN Nigeria also runs the Employee share scheme plan managed by Vetiva Trustee Limited.

The share-based payment liability consists of:

- fair value of options issued to employees under the LAN notional share scheme
- fair value of options issued to employees under the GAN notional share scheme
- the issue of shares held in Trust by Vetiva Trustee for employees under Performance Share Plan (PSP) and Employee Stock Ownership Plan (ESOP).

Outstanding obligation - GAN share options	115	488	115	488
Outstanding obligation - LAN share options	153	2,814	153	2,814
Group performance share plan	6,527	8,081	6,527	8,081
Performance share plan (PSP)	7,226	5,527	7,226	5,527
	14,021	**16,910**	**14,021**	**16,910**

44.2 GAN and LAN

MTN Nigeria Communications Plc operates a Notional Share Scheme, where qualifying staff receive the increase in a phantom MTN share price at exercise date as compared to the offer price. The scheme is a cash-settled share-based payment scheme.

Outstanding Number of GAN and LAN Notional Shares:
The outstanding options as at 31 December 2024 for the NSO scheme

Grant Date	Vesting Date*	Maturity Date*	Strike Price (N)	Number outstanding as at 31 December 2024
1 April 2020	1 April 2023	31 January 2025	1,015.71	1,400
1 April 2020	1 April 2023	1 April 2025	1,015.71	39,800
1 April 2021	1 April 2024	31 January 2025	2,225.10	700
1 April 2021	1 April 2024	1 April 2026	2,225.10	148,000
Total				189,900

*If an option vests or reaches maturity after normal retirement date, we then set the vesting or maturity date equal to the normal retirement date.

Reconciliation of LAN outstanding notional shares

The change in number of options outstanding has been reconciled as follows

	GAN		LAN	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Outstanding options at the beginning	595,700	1,676,784	340,300	875,732
Exercises/forfeits/lapse	(405,800)	(1,081,084)	(312,900)	(535,432)
Outstanding options at 31 December 2024	189,900	595,700	27,400	340,300

GAN and LAN notional share options valuation methodology

A valuation was performed on the outstanding obligation using the projected Unit Method prescribed by IAS 19 to determine the fair value of the Notional Share Scheme liabilities. The valuation was carried out by Alexander Forbes Consulting Actuaries Nigeria (FRC/2012/0000000000504) and signed by Wayne van Jaarsveld (FRC/2021/002/00000024507).

Principal actuarial key assumptions	GAN		LAN	
Economic assumptions	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Discount rate	20.60%	11.80%	20.60%	11.80%
Dividend yield	2.94%	2.66%	-	-
Volatility	36.97%	34.00%	-	-
Expected option lifetime	1 year	2 years	-	-

Demographic assumptions

The following demographic assumptions have been used in performing the valuation for both GAN and LAN Notional Shares:

Mortality in Service

Pre-retirement: A1967-70 Ultimate Table

	GAN		LAN	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Sample age	Number of deaths per 10,000 lives			
25	7	7	7	7
30	7	7	7	7
35	9	9	9	9
40	14	14	14	14
45	26	26	26	26
50	48	48	48	48
55	84	84	84	84
60	144	144	144	144

Withdrawal and Early Retirement

It was assumed that withdrawals and early retirements would be in accordance with the following table for both GAN and LAN notional shares:

Age group	Annual Rate of Early Retirement		Annual Rate of Early Retirement	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
20-30	5.00%	5.00%	-	-
31-39	3.00%	3.00%	-	-
40-44	2.00%	2.00%	-	-
45-49	1.00%	1.00%	- 1.00%	-
50-54	1.00%	1.00%	-	-
55-59	-	-	-	-
60+	-	-	-	-

Sensitivity analysis

The sensitivity analyses below have been determined based on a method that extrapolates the impact on GAN Notional Shares as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The methods and assumptions used in preparing the sensitivity analysis did not change compared to prior period. The sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated.

GAN share sensitivity analysis

Assumptions		31 December 2024		31 December 2023	
		Change N million	% Change	Change N million	% Change
Volatility	+10%	120	4.90	509	4.88%
	-10%	110	-4.28	470	-3.18%
Dividend yield	+1%	113	-1.57	475	-2.14%
	-1%	116	1.59	497	2.21%

LAN share sensitivity analysis

Assumptions		31 December 2024		31 December 2023	
		Change N million	% Change	Change N million	% Change
Volatility	+10%	153	0.00	2081	0.00
	-10%	153	0.00	2081	0.00
Dividend yield	+1 year	153	0.00	2081	0.00
	-1 year	153	0.00	2081	0.00

44.3 Performance share plan (PSP)

During the financial year, the Group granted eligible employees share rights under the Performance Share Plan (PSP). These rights were granted to employees on levels 3, 4, 5, and 6. The PSP was established to attract, retain, and reward selected employees capable of contributing to the business of the employer companies. It aims to stimulate their personal involvement, thereby encouraging their continued service and motivating them to advance the interests of the relevant employer company and the Group in general. All options granted vest after three years from the date of grant.

The PSP option performance conditions

The options are subject to the fulfillment of the following performance conditions, as stated in the specified percentage proportions:

Total shareholder return	25%
Cash generated from operations	25%
Return on equity	25%
Environmental, social and governance	25%

In respect of the grant made on December 2021, the following performance conditions must be fulfilled to qualify for the percentage of the shares granted as stated in the table above:

Award condition	Vesting	Performance measurement period
Total shareholder return ("TSR")	Sliding scale of 100% vesting at 75th percentile as compared to MSCI EM Communication Services Index†, with 25% vesting at the median and straight-line vesting in between the two points. Zero vesting for below the median. TSR will be measured by comparing the 30-day VWAP at the beginning and end of the 3- year period plus re-invested dividends. TSR must be positive and is measured on common currency (ZAR).	▪ 13 December 2021 grant: 1 January 2022 to 31 December 2024 ▪ 13 December 2022 grant: 1 January 2023 to 31 December 2025 ▪ 13 December 2023 grant: 1 January 2024 to 31 December 2026
Cash generated from operations ("CGO")	Targeted at the average of the budgeted CGO for the 3-year measurement period with: • a threshold of 25% vesting at 90% of the target • a stretch of 100% vesting at 110% of the target; and • 0% vesting below 90% of the target.	▪ 13 December 2021 grant: 1 January 2022 to 31 December 2024 ▪ 13 December 2022 grant: 1 January 2023 to 31 December 2025 ▪ 13 December 2023 grant: 1 January 2024 to 31 December 2026
Return on equity ("ROE")	Defined as adjusted headline earnings per share/equity excluding non-controlling interest for each year divided by 3: • 25% vesting at 90% of budget (kick-in) • 100% vesting at 100% of budget; and • 0% vesting below 90% of target.	▪ 13 December 2021 grant: 1 January 2022 to 31 December 2024 ▪ 13 December 2022 grant: 1 January 2023 to 31 December 2025 ▪ 13 December 2023 grant: 1 January 2024 to 31 December 2026
Environmental, social and governance ("ESG")	ESG comprises of emissions, broadband coverage and diversity and inclusion as per approved business plan. Measured over the 3-year measurement period with: • 25% vesting at threshold value (kick-in) • 100% vesting at 100% of target; and • straight line vesting between the kick-in and target rate.	▪ 13 December 2021 grant: 1 January 2022 to 31 December 2024 ▪ 13 December 2022 grant: 1 January 2023 to 31 December 2025 ▪ 13 December 2023 grant: 1 January 2024 to 31 December 2026

For the purposes of the calculations, the actuary replaced MTN Group's data with MTN Nigeria's data in the MSCI index for the TSR comparison.

Details of the outstanding equity-settled performance share plan rights are as follows:

Grant date	Strike price (N)	Number of options granted	New Grant	Forfeited	Number outstanding at 31 December 2024
13 December 2022	-	22,025,947	-	(1,718,232)	20,307,715
13 December 2023	-	-	24,319,940	(1,596,510)	22,723,430
Total	-	22,025,947	-	-	43,031,145

Outstanding obligations (liability) in respect of unexpired options:

The tables below show the liability in respect of all outstanding unexpired employee share options as at 31 December 2024, after allowing for forfeitures.

Grant date	Liability as at 31 December 2023	Change	Liability as at 31 December 2024
	N million	N million	N million
13 December 2022	1,279	653	1,932
13 December 2023	-	1,041	1,041
Total	1,279	1,694	2,973

Valuation assumptions

The model used for valuing the employee share option arrangements requires a number of assumptions to be made. These include financial assumptions as well as various assumptions around individual employee behaviour.

The main assumptions have been set out below.

	31 December 2024	31 December 2023
Share price (N)	200	264
Expected option lifetime (years)	1 - 2 years	1 - 2 years
Risk-free rate (%)	19.06%	11.15%
Expected volatility (%)	43.34%	25.7%
Dividend yield (%)	2.94	6.26%

Cost per employee share option

The table below shows the option price gross and net of pre-vesting assumed forfeitures, as well as the option price as a percentage of the share price:

Grant date	Performance condition	Vesting date	Gross option price	Gross option as % of share price	Net option price	Net option price as % of share price
13 December 2022	CGO	13 December 2025	194.48	97.24%	185.23	92.62%
	ESG	13 December 2025	194.48	97.24%	185.23	92.62%
	ROE	13 December 2025	194.48	97.24%	185.23	92.62%
	TSR	13 December 2025	0.1	0.05%	0.1	0.05%
13 December 2023	CGO	13 December 2026	188.84	94.42%	170.87	85.43%
	ESG	13 December 2026	188.84	94.42%	170.87	85.43%
	ROE	13 December 2026	188.84	94.42%	170.87	85.43%
	TSR	13 December 2026	12.39	6.20%	11.21	5.61%

Split of expense between performance criteria

The tables below indicate the split of the total profit and loss charge of each grant as at the valuation date amongst the various performance criteria:

31 December 2024	CGO expense	ROE expense	ESG expense	TSR expense	Total expense
	N million	N million	N million	N million	N million
13 December 2022	643,660.54	643,660.54	643,660.54	334.04	1,931,315.66
13 December 2023	339,734.82	339,734.82	339,734.82	22,293.05	1,041,497.51
Total	983,395.36	983,395.36	983,395.36	22,627.09	2,972,813.17

Sensitivity analysis

Option valuation results are based on a forfeiture rate, before the vesting date, of 5% per annum compound. We have analysed the sensitivity of these results to this assumption by allowing for 7.5% and 10% rate of forfeitures per annum compound. The following table compares the liability resulting from the cash-settled valuation of all outstanding share options as at 31 December 2024 based on the above forfeiture assumptions.

	Main result	7.5% forfeiture	7.5% forfeiture
Outstanding liability	N million	N million	N million
31 December 2024 Changes (%)	2,973	2,872 -3.40%	2,772 -6.76%
31 December 2023 Changes (%)	3,596	3,473 -3.41%	3,352 -6.78%

The MTN Performance Share Plan (PSP) actuarial valuation was carried out by Alexander Forbes Consulting Actuaries Nigeria (FRC/2012/0000000000504) signed by Wayne van Jaarsveld (FRC/2021/002/00000024507).

44.4 Employee share ownership programme (ESOP)

During the financial year, the Group granted eligible employees share rights under the Employee Share Ownership Scheme (ESOP). These rights were granted to employees on levels 1 and 2. The ESOP was established to attract, retain and stimulate employees involvement to advance the interests of the company and the Group in general. The options vest over a total period of five years from the option grant date.

The ESOP option performance conditions

The options vest over a total period of five years from the option grant date as follows:

a) 1/3 of the options granted vest after three years

b) A further 1/3 of the options granted vest after four years

c) The final 1/3 of the options granted vest after five years.

All options automatically mature on their vesting date.

Details of the summary of the options granted in terms of the ESOP

Grant date	Strike price (N)	Number of options granted	Adjustment for forfeitures
13 December 2022	245.0	1,786,220	(39,990)
13 December 2023	220.7	1,714,700	-
Total		3,500,920	(39,990)

Outstanding obligations (liability) in respect of unexpired options:

The tables below show the liability in respect of all outstanding unexpired employee share options (outstanding options as at 30 November 2022) as at 31 December 2022, after allowing for forfeitures.

Grant date	Liability as at 31 December 2023	Adjustment for forfeitures	Adjustments
13 December 2021	8,875,240	(552,510)	17,540
30 June 2022	104,250	-	-
13 December 2022	371,110	(30,090)	-
14 June 2023	521,850	(21,300)	-
Total	9,872,450	(603,900)	17,540

Valuation methodology

The model used for valuing the employee share option arrangements requires a number of assumptions to be made. These include financial assumptions as well as various assumptions around individual employee behaviour.

The main assumptions have been set out below:

Grant date	Vesting date	Expected option lifetime	Continuous risk-free rate
13 December 2023	13 December 2026	3	13.71
	13 December 2027	4	14.76
	13 December 2028	5	14.67
13 December 2024	13 December 2027	3	18.07
	13 December 2028	4	17.73
	13 December 2029	5	17.98

Share price

MTN Nigeria's closing share price was N245 as at 13 December 2023. MTN Nigeria's closing share price was N200 as at 31 December 2024

Dividend yield

Grant date	Dividend yield
13 December 2023	6.28%
13 December 2024	5.29%

ESOP net expense summary

The total profit and loss charge for the cost of all share options issued to all employees for each financial period is detailed below:

Financial period ending	Gross P & L charge	New grants	Forfeiture update	Net expense
	N million	N million	N million	N million
31 December 2021	17.05	-	-	17.05
31 December 2022	339.36	-	-	339.36
31 December 2023	338.38	3.82	-	342.20
31 December 2024	357.20	114.12	(11.51)	459.81
31 December 2025	208.78	144.92	(1.84)	351.87
31 December 2026	95.28	143.14	(0.72)	237.71
31 December 2027	11.81	90.70	(0.01)	102.50
31 December 2028	2.32	41.20	(0.02)	43.50
31 December 2029	-	6.94	-	6.94
Total	1,370.18	544.84	(14.10)	1,900.94

Cost per employee share option

The table below shows the option price (gross and net of assumed forfeitures), as well as the option price as a percentage of the share price for the new share options granted:

Grant date	Vesting date	Share Price	Gross option price	Gross Option price as a % of share price	Net option price	Net option price as a % of share price
13 December 2023	13 December 2026	245	202.91	82.82%	178.92	73.03%
	13 December 2027	245	190.55	77.78%	159.63	65.15%
	13 December 2028	245	178.95	73.04%	142.4	58.12%

Grant date	Vesting date	Share Price	Gross option price	Gross Option price as a % of share price	Net option price	Net option price as a % of share price
13 December 2024	13 December 2027	220.7	188.34	85.34%	166.12	75.27%
	13 December 2028	220.7	178.64	80.94%	149.67	67.82%
	13 December 2029	220.7	169.44	76.78%	134.87	61.11%

Sensitivity Analysis

Option valuation results are based on a forfeiture rate before the vesting date of 5% per annum compound. We have analysed the sensitivity of these results to this assumption by allowing for 7.5% and 10% rate of forfeitures per annum compound.

Key assumption	Main result	+1%	-1%
	N million	N million	N million
Dividend yield	545	524	567
	% change	-3.85%	4.01%
Pre-vesting forfeiture rates	545	640	461
	% change	17.42%	-15.40%

The MTN ESOP actuarial valuation was carried out by Alexander Forbes Consulting Actuaries Nigeria (FRC/2012/0000000000504) signed by Wayne van Jaarsveld (FRC/2021/002/00000024507).

45. Employee benefits

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Non-current and current split					
Non-current liabilities		9,440	8,429	9,440	8,429
Current liabilities		8,429	1,274	8,429	1,274
		11,078	9,703	11,078	9,703
Employee benefits consists of:					
Defined benefit obligations - retirement benefits		5,778	4,767	5,778	4,767
Long service awards		5,300	4,936	5,300	4,936
		11,078	9,703	11,078	9,703

MTN Nigeria Communications Plc operates a post employment benefit plans in non-contributory, long service award and staff retirement benefits. Employees are automatically beneficiaries of the long service award after completing five consecutive years of service with the Company. Employees' retirement benefits are calculated based on number of years of continuous service, and upon attaining the compulsory retirement 60 years. The defined benefit obligation actuaries valuation was carried out by Alexander Forbes Consulting Actuaries Nigeria (FRC/2012/0000000000504) signed by Wayne van Jaarsveld (FRC/2021/002/00000024507).

45.1 Movement in employee benefits

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Defined benefit obligations - retirement benefits					
Present value as at 1 January		4,767	2,178	4,767	2,178
Current service cost		351	417	351	417
Past service cost		-	2,127	-	2,127
Interest cost		813	515	813	515
Actuarial loss		116	117	116	117
Benefits paid		(269)	(587)	(269)	(587)
Present value as at 31 December		**5,778**	**4,767**	**5,778**	**4,767**

Retirement benefit cost recognised in the profit or loss for the year is N1.16 billion (2023: N3.06 billion); except for actuarial loss of N116 million (2023: N117 million) that is recognised in other comprehensive income.

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Long service awards					
Present value as at 1 January		4,936	4,657	4,936	4,657
Current service cost		526	500	526	500
Interest cost		750	665	750	665
Actuarial loss		652	185	652	185
Past service cost		(163)	-	(163)	-
Benefits paid		(1,401)	(1,071)	(1,401)	(1,071)
Present value as at 31 December		**5,300**	**4,936**	**5,300**	**4,936**

Long service award cost and actuarial loss recognised in the profit or loss for the year is N1.76 billion (2023: N1.35 billion).

45.2 Remeasurement losses

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Remeasurement gains recognised during the year:					
Change in economic assumptions		(1,154)	(396)	(1,154)	(396)
Change in demographic assumptions		1,270	513	1,270	513
Total actuarial loss		116	117	116	117
Deferred tax		(35)	(38)	(35)	(38)
Recognised in Other Comprehensive Income (OCI)		**81**	**79**	**81**	**79**
Current year gain/(loss)					
Change in economic assumptions		(571)	(420)	(571)	(420)
Change in demographic assumptions		1,223	(32)	1,223	(32)
Experience		-	637	-	637
Remeasurement gains recognised during the year		652	185	652	185
Tax expense		(196)	(55)	(196)	(55)
Recognised in Profit or loss		**456**	**130**	**456**	**130**

45.3 Principal actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

Key assumption	31 December 2024	31 December 2023
Discount rate - retirement benefits	18.80%	16.30%
Discount rate - long service award	18.80%	16.30%
Retirement age for both male and female	60 years	60 years
Salary increase rate	8.00%	8.00%

These assumptions depicts managements estimate of the likely future experience of the Company. Future mortality before retirement are based on A1967-70 ultimate table published by the Institute of Actuaries of United Kingdom. Discount rate is with reference to the yields on Nigerian Government bonds with the nearest expected duration as compiled by the Financial Markets Dealers Quotation (FMDQ). We have assumed that the level of salary increases to be awarded in the long-term will, on average, be 8.00% per annum. The level of inflationary increases on the gifts in the long-term will, on average, be 10% p.a. (2023: 10% p.a.)

For members in active service as at the valuation date, the projected unit credit method of valuation as required under the IFRS accounting standards has been adopted.

Mortality in service	31 December 2024	31 December 2023
Sample age	Number of deaths per 10,000 lives	
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26
50	48	48
55	84	84
60	144	144

The same pre-retirement mortality assumption was used in the previous valuation.

Withdrawal and Early Retirement

It was assumed that withdrawals and early retirements would be in accordance with the following table:

	Annual rate of early retirement		Annual rate of early retirement	
Age group	31 December 2024	31 December 2023	31 December 2024	31 December 2023
20 - 30	2.5%	2.5%	-	-
31 - 39	1.5%	1.5%	-	-
40 - 44	1.0%	1.0%	-	-
45 - 49	1.0%	1.0%	-	-
50 - 54	0.0%	0.0%	1.0%	1.0%
55 - 59	-	-	1.0%	1.0%
60+	-	-	-	-

Details of benefits for long service awards and gratuity

Length of service	Cash award	Gift item
5	85% of 1-month's gross salary	-
10	85% of 2-month's gross salary	A plaque
15	2-month's gross salary	A plaque
20	2-month's gross salary	A plaque, additional 5GB data per month
25	2-month's gross salary	A plaque, additional 5GB data per month and 3 extra leave days
30	2-month's gross salary	A plaque, additional 5GB data per month and 5 extra leave days
35	2-month's gross salary	A plaque, additional 5GB data per month and 10 extra leave days

Gratuity Benefit

Employees are entitled to 6 months gross salary with a plaque only on retirement at age 60. In addition, a retiring employee who served the organization for thirty-five (35) consecutive years will be presented with a gold plated wristwatch or its equivalent.

45.4 Sensitivity analysis

It is important to treat the results of the valuation with a degree of caution, as they are extremely sensitive to the assumptions used. The value of the liability could turn out to be overstated or understated, depending on the extent to which actual experience differs from the assumptions adopted.

Retirement Benefits

		31 December 2024		31 December 2023	
		N million	% Change	N million	% Change
Discount rate	+0.5% -0.5%	5,579 5,987	3.80 4.00	4,577 4,968	-4.40% 4.06%
Salary increase	+0.5%	6,013	4.50	4,988	5.10%
	-0.5%	5,554	-4.30	4,557	-4.80%
Age rating	+1 year	5,734	-0.90	4,728	-0.90%
	-1 year	5,818	0.80	4,803	0.90%

Sensitivity to each actuarial assumption was determined while other assumptions were held constant.

Long Service Award

		31 December 2024		31 December 2023	
		N million	% Change	N million	% Change
Discount rate	+0.5% -0.5%	5,198 5,406	-1.90 2.00	4,836 5,040	-2.20% 2.10%
Salary increase	+0.5%	5,424	2.30	5,055	2.40%
	-0.5%	5,180	-2.30	4,821	-2.30%
Age rating	+1 year	5,286	-0.30	4,923	-0.30%
	-1 year	5,313	0.20	4,948	0.20%

Sensitivity to each actuarial assumption was determined while other assumptions were held constant.

46. Related parties

Related party transactions constitute the transfer of resources, services or obligations between the Group and a party related to the Group, regardless of whether a price is charged.

Various transactions are entered into by the Group during the year with related parties. The terms of these transactions are at arm's length.

46.1 Holding and ultimate holding companies

The Company's holding company is MTN International (Mauritius) Limited, a company incorporated in the Republic of Mauritius and its ultimate holding company is MTN Group Limited, a company incorporated in South Africa. MTN Nigeria Communications Plc's subsidiaries are XS Broadband Limited, Visafone Communications Limited (now liquidated), Yello Digital Financial Services Limited and MoMo Payment Service Bank Limited. Their principal activities are the provision of broadband fixed wireless access service, high quality telecommunication services and mobile financial services respectively.

46.2 Key management personnel

For the purpose of defining related party transactions with key management personnel, key management is defined as Directors and the Group's Executive Committee (EXCOM) members having the authority and responsibility for planning, directing and controlling the activities of the Group. It also includes close members of their families and entities controlled or jointly controlled by these individuals.

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Directors and EXCOM members					
Salaries and other short-term employee benefits		5,100	3,080	4,100	2,573
Post-employment benefits		518	270	418	245
Other benefits		2,096	1,151	1,528	954
Bonuses		-	1,217	-	1,157
Variable pay		2,075	-	1,912	-
Share based payments		3,502	2,325	3,474	2,286
Non-executive directors fees		473	298	353	186
Non-executive directors: Other emoluments		1,958	1,176	1,937	1,166
		15,722	9,517	13,722	8,567

Executive directors' and EXCOM members emoluments comprise:

- Salaries and other short-term employee benefits: This includes the gross salary package and other allowances paid on a monthly basis.
- Post-employment benefits: This includes the company's pension contribution paid monthly on behalf of executive directors and EXCOM members.
- Other benefits: These include lifestyle, medical and accommodation benefits. These are paid at periodic intervals during the year.
- Share based payment: This is equity compensation benefits for executive directors and EXCOM members in respect of the share appreciation rights.
- Bonus: This is a performance-based bonus, which is based on overall Group performance. Bonuses are payable annually in arrears.

Non-executive directors' emoluments comprise:

- Directors' emoluments: This includes sitting allowance for attending Board and Board Committee Meetings paid after each meeting. It also includes travel and accommodation related expenses.
- Directors fees: These are board and committee member appointment fees paid quarterly to non-executive directors

46.3 Parent and subsidiaries

The following is a summary of transactions between the Group and its related parties during the year and balances due at year end: Parent company: MTN International (Mauritius) Limited.

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Parent company:					
MTN International (Mauritius) Limited:					
Dividends paid (excluding withholding tax):					
MTN International (Mauritius) Ltd		**-**	**77,664**	**-**	**77,664**

MTN International (Mauritius) Limited opted for the scrip issue in lieu of the December 2022 dividend. N77.66 billion represents the 2023 interim dividend paid.

Subsidiaries				
Amounts due to related parties				
Visafone Communications Limited (now liquidated)	-	-	-	337
Yello Digital Financial Services Limited	-	-	5,829	3,992
MoMo Payment Service Bank Limited	-	-	3,451	799
	-	**-**	**9,280**	**5,128**

Amounts due from related parties				
Visafone Communications Limited (now liquidated)	-	-	-	11
XS Broadband Limited	-	-	638	638
Impairment of XS Broadband receivables*	-	-	(638)	(613)
Yello Digital Financial Services Limited	-	-	25,200	22,442
MoMo Payment Service Bank Limited	-	-	24,491	13,808
	-	**-**	**49,691**	**36,286**

*Additional impairment of N25 million was recognised during the year to fully impair receivable from XS Broadband.

46.4 Related parties under MTN Group

MTN Nigeria transacts with its sister companies under the MTN Group. These transactions are listed below:

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Amounts due to related parties					
MTN Cameroon		1,036	614	1,036	614
MTN Congo		23	14	23	14
MTN Cote d'Ivoire		-	185	-	185
MTN Dubai		375	3,085	375	3,085
MTN Ghana		163	100	74	100
MTN Group Fintech (Pty) Limited		1,580	460	-	-
MTN Guinea Bissau		-	3	-	3
MTN Holdings		42	26	42	26
MTN International (Mauritius) Limited		119,149	70,770	119,149	70,770
MTN Management Services Co		16,000	9,239	16,000	9,239
MTN Mobile Money Ghana		87	13	-	-
MTN Mobile Money Uganda Limited		27	65	-	-
MTN Uganda		40	12	17	12
MTN Zambia		19	11	19	11
Bayobab Africa (formerly MTN Global Connect)		45,727	8,896	45,727	8,896
Global Trading Company		904	9,481	904	9,481
Interserve Overseas Limited		-	6,194	-	6,194
Mobile Telephone Networks (Pty) Limited		841	693	841	693
		186,013	109,861	184,207	109,323

		Group		Company	
Amounts due to related parties					
MTN Afghanistan		-	1	-	1
MTN Benin		163	41	163	41
MTN Cameroon		1,364	806	1,364	806
MTN Congo		162	89	162	89
MTN Cote d'Ivoire		377	385	377	385
MTN Dubai		255	315	255	315
MTN Ghana		50	15	50	15
MTN Group Fintech (Pty) Limited		1,686	-	1,686	-
MTN Guinea Bissau		-	70	-	70
MTN Guinea Conakry		-	67	-	67
MTN International (Mauritius) Limited		17	-	17	-
MTN Kenya		78	44	78	44
MTN Management Services Co		17,058	9,269	17,058	9,269
MTN Mobile Money Ghana		1	-	1	-
MTN Rwanda		-	1	-	1
MTN Sudan		1	-	1	-
MTN Zambia		224	132	224	132
Bayobab Africa (formerly MTN Global Connect)		54,635	595	54,635	595
Lonestar Communications Corporations (Liberia)		336	198	336	198
Mobile Telephone Networks (Pty) Limited		776	232	776	232
Progressive Tech Holdings		311	16,464	311	16,464
		77,494	28,724	77,494	28,724

The receivables from related parties arise mainly from professional, roaming and interconnect services transactions rendered on behalf of other operations within MTN Group. These are due one month after the date of rendering of service.

Trade payables to related parties arise mainly from professional fees, interconnect, roaming service transactions rendered on MTN Nigeria's behalf by other operations within the MTN Group and are due one month after the date of purchase.No allowance for expected credit loss on receivables from related parties because MTN Nigeria is in a net payable position.

46.5 Related party transactions

	Note(s)	Group 2024 N million	Group 2023 N million	Company 2024 N million	Company 2023 N million
Purchases from related parties					
MTN Benin		225	121	225	121
MTN Cameroon		142	61	142	61
MTN Congo		5	4	5	4
MTN Cote d'Ivoire		56	22	56	22
MTN Cyprus		3	2	3	2
MTN Ghana		341	183	341	183
MTN Group Fintech (Pty) Limited		-	460	-	-
MTN Guinea Bissau		2	3	2	3
MTN Guinea Conakry		4	3	4	3
MTN Irancell		3	2	3	2
MTN Mobile Money Ghana		-	13	-	-
MTN Mobile Money Uganda Limited		-	65	-	-
MTN Namibia		11	58	11	58
MTN Rwanda		41	22	41	22
MTN South Sudan		6	5	6	5
MTN Sudan		-	10	-	10
MTN Syria		1	1	1	1
MTN Uganda		19	11	19	11
MTN Zambia		5	4	5	4
Bayobab Africa (formerly MTN Global Connect)		61,398	20,483	61,398	20,483
Lonestar Communications Corporations (Liberia)		14	10	14	10
Mobile Telephone Networks (Pty) Limited		146	63	146	63
Sales to related parties					
MTN Benin		568	257	568	257
MTN Business Kenya Limited		96	-	96	-
MTN Cameroon		420	126	420	126
MTN Congo		1	1	1	1
MTN Cote d'Ivoire		20	18	20	18
MTN Ghana		351	130	351	130
MTN Guinea Conakry		1	1	1	1
MTN Namibia		1	1	1	1
MTN Rwanda		8	4	8	4
MTN South Sudan		2	1	2	1
MTN Uganda		18	3	18	3
MTN Zambia		5	6	5	6
Bayobab Africa (formerly MTN Global Connect)		64,756	32,374	64,756	32,374
Global Trading Company		-	23	-	23
Lonestar Communications Corporations (Liberia)		10	4	10	4
Mobile Telephone Networks (Pty) Limited		116	32	116	32
Progressive Tech Holdings		692	-	692	-

46.6 Summary of amounts due to and from related parties

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Amount due to related parties					
Related parties	46.4	186,013	109,861	184,207	109,323
Subsidiaries	46.3	-	-	9,280	5,128
	39	186,013	109,861	193,487	114,451
Amount due to related parties					
Related parties	46.4	77,494	28,724	77,494	28,724
Subsidiaries	46.3	-	-	49,691	36,286
	27	77,494	28,724	127,185	65,010

46.7 Other related party transactions

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Purchases from					
Eventful Limited		1,581	816	1,581	816
Liquid Intelligent Technologies Limited		350	-	350	-
National Identity Management Commission (NIMC)		1,500	700	1,500	700
Nigeria Economic Summit Group (NESG)		100	53	100	53
Nigerian Exchange Group (NGX Group) Plc		-	229	-	229
Pan Atlantic University		74	155	74	155
ReStraL Limited		9	37	9	37
Interserve Overseas Limited		13,893	-	13,893	-
Global Trading Company Ltd		3,620	-	3,620	-

Other related parties relate to entities that transact with MTN Nigeria and whose directors also serve on the Board of MTN Nigeria. Other related parties as at 31 December 2024 include:

Name of Company	Relationship
Eventful Limited	Eventful Ltd provides event management services to MTN Nigeria. Omobola Johnson is related to the CEO of Eventful Ltd.
Liquid Intelligent Technologies Limited	Liquid Technologies is a provider of pan-African digital infrastructure with fibre broadband network. Omobola Johnson is serving as an independent non-executive director on the Board.
National Identity Management Commission (NIMC)	NIMC has the mandate to establish, own, operate, maintain and manage the National Identity Database in Nigeria, assign a Unique National Identification Number (NIN) and issue General Multi-Purpose Cards (GMPC) to those. MTN Nigeria purchases bulk verification credit from the NIMC. Ifueko M. Omoigui Okauru is the Identity ambassador for the organisation.
Nigerian Economic Summit Group (NESG)	NESG is a non-profit, non-partisan private sector organisation that promotes and champions the reform of the Nigerian economy. MTN Nigeria provides platinum category sponsorship to NESG & pays its membership dues. Dr. Karl Olutokun Toriola is a non- executive director on the board of the NESG.
Nigerian Exchange Group (NGX Group) Plc	NGX Group provides a wide range of services including listing and trading securities, licensing, market data solutions, ancillary technology, regulation, real estate, and more through its wholly- owned subsidiaries. Abubakar B. Mahmoud is on the board of one of its subsidiaries, Nigeria Exchange Limited.
Pan-Atlantic University	Pan-Atlantic University is an educational institution. MTN Nigeria had engaged the school to train its staff. Muhammad Ahmad is on the governing council of the school.
ReStraL Limited	ReStraL Limited is a management consulting and capacity building firm providing research, strategy and leadership development solutions. Ifueko M. Omoigui Okauru is the chairman of the board.

47. Cash generated from operations

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
Loss before taxation		(550,325)	(177,886)	(520,976)	(144,242)
Adjustments for:					
Finance income	15	(28,440)	(25,815)	(24,998)	(24,753)
Finance costs	16	431,648	236,927	430,427	236,604
Net foreign exchange loss	17	925,361	740,434	924,903	740,358
Depreciation of property and equipment	19	259,748	231,540	259,553	231,540
Depreciation of right of use assets	20.1	184,723	118,296	184,723	118,296
Amortisation of intangible assets	21	90,684	79,033	89,231	72,289
Amortisation of contract cost	23	5,038	4,495	5,038	4,495
Profit on disposal of property, and equipment	14	(2,193)	(752)	(2,193)	(752)
(Reversal of)/impairment of property and equipment	14	(1,148)	2,439	(1,148)	2,439
Write-off on property and equipment	14	-	1,782	-	1,782
Impairment of intangible assets	14	31	-	31	-
(Reversal of)/ inventory write-down	14	(4,226)	1,053	(4,226)	1,053
Impairment of trade and other receivables	13	6,839	998	6,839	998
Reversal of credit loss expense on other non-current investments	13	(2)	(113)	(2)	(113)
(Reversal of)/increase in credit loss expense on current investments at amortised cost	13	(13)	91	(29)	55
Reversal of credit loss expense on cash and cash equivalents	13	(62)	(194)	(9)	(247)
Reversal of credit loss expense on current investments at FVOCI	13	(10)	(26)	-	-
Credit loss on subsidiary receivables (XSB)	13	-	-	25	-
Credit loss expense on other receivables	13	-	-	-	9,496
		1,317,653	1,212,302	1,347,189	1,249,298

Changes in working capital:				
Decrease/(increase) in inventories	3,281	(3,402)	3,858	(3,402)
Increase in trade and other receivables	(167,568)	(14,842)	(171,172)	(27,869)
Decrease in provisions	(11,577)	(13,868)	(13,965)	(4,372)
Increase in post employee benefit cost	1,375	2,752	1,375	2,751
Increase in trade and other payables	260,719	175,943	256,372	161,615
Increase in contract liabilities	14,476	9,935	14,797	9,935
(Decrease)/increase in share based payments liability	(2,889)	8,341	(2,889)	8,341
	97,817	164,859	88,376	146,999
Cash generated from operations	1,415,470	1,377,161	1,435,565	1,396,297

48. Changes in liabilities arising from financing activities

Group and Company

	Opening balance	Net cash raised	Net cash paid	Foreign exchange movements	Additions	Others*	Closing balance
	N million	N million	N million	N million	N million	N million	N million
2024							
Current interest bearing loans and borrowings (excluding items listed below)	709,189	303,348	(947,424)	335,408	-	(64,196)	336,325
Non-current interest bearing loans and borrowings (excluding items listed below)	494,346	160,000	(41,250)	23,494	-	-	636,590
Current lease liabilities	190,776	-	(455,432)	446,954	135,293	(31,911)	285,680
Non-current lease liabilities	813,630	-	-	-	-	1,184,114	1,997,744
	2,207,941	463,348	(1,444,106)	805,856	135,293	1,088,007	3,256,339
2023							
Current interest bearing loans and borrowings (excluding items listed below)	250,210	406,467	(172,747)	110,455	-	94,967	689,352
Non-current interest bearing loans and borrowings (excluding items listed below)	439,463	229,358	(328,533)	132,042	-	15,487	487,817
Current lease liabilities	68,838	-	(212,614)	367,356	-	(32,803)	190,777
Non-current lease liabilities	591,178	-	-	-	-	222,456	813,634
	1,349,689	**635,825**	**(713,894)**	**609,853**	**-**	**300,107**	**2,181,580**

The 'Other' column includes the effect of reclassification of non-current portion of interest-bearing loans and borrowings, including lease liabilities to current due to the passage of time, and the effect of accrued but not yet paid interest on interest-bearing loans and borrowings, including lease liabilities. The Group classifies interest paid as cash flows from operating activities.

The additions of cash flows from current and non-current interest bearing loan and borrowing represent the net of proceeds from borrowing and repayment of borrowings on the statement of cash flow.

49. Foreign exchange exposure

Included in the Group statement of financial position are the following amounts denominated in currencies other than the functional currency of the Group:

Group and Company

31 December 2024

	United States Dollar	British Pound Sterling	Euro	South African Rand	Swiss Franc	Total
	N million	N million	N million	N million	N million	N million
Assets						
Current assets						
Trade and other receivables	136,425	-	-	4	-	136,429
Current investments	23,824	-	-	-	-	23,824
Restricted cash	39,696	-	-	-	-	39,696
Cash and cash equivalents	32,942	40	2	-	-	32,984
Total assets	**232,887**	**40**	**2**	**4**	**-**	**232,933**
Liabilities						
Current liabilities						
Trade and other payables	545,652	78	1,615	196	8	547,549
Provision	3,117	-	-	-	-	3,117
Borrowings	94,423	-	-	-	-	94,423
Lease liabilities	129,217	-	-	-	-	129,217
	772,409	**78**	**1,615**	**196**	**8**	**774,306**
Non-current liabilities						
Borrowings	163,235	-	-	-	-	163,235
Lease liabilities	1,195,965	-	-	-	-	1,195,965
	1,359,200	**-**	**-**	**-**	**-**	**1,359,200**
Total liabilities	**2,131,609**	**78**	**1,615**	**196**	**8**	**2,133,506**

31 December 2023

	United States Dollar	British Pound Sterling	Euro	South African Rand	Swiss Franc	Total
	N million	N million	N million	N million	N million	N million
Assets						
Current assets						
Trade and other receivables	70,871	-	-	-	-	70,871
Restricted cash	171,716	-	-	-	-	171,716
Cash and cash equivalents	45,673	24	1	-	-	45,698
Total assets	288,260	24	1	-	-	288,285
Liabilities						
Current liabilities						
Trade and other payables	365,470	39	1,034	331	-	366,874
Derivative liability (a)	27,213	-	-	-	-	27,213
Borrowings	402,730	-	-	-	-	402,730
Lease liabilities	153,798	-	-	-	-	153,798
	949,211	39	1,034	331	-	950,615
Non-current liabilities						
Borrowings	132,552	-	-	-	-	132,552
Lease liabilities	549,808	-	-	-	-	549,808
	682,360	-	-	-	-	682,360
Total liabilities	1,631,571	39	1,034	331	-	1,632,975

*The derivative liability is denominated in US Dollars while the derivative asset is in Naira.

50. Financial instruments

Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument. The Group classifies its financial instruments into the following categories depending on the purpose for which the financial instruments were acquired:

- Financial assets: amortised cost, fair value through OCI (FVOCI) and fair value through profit or loss (FVTPL);
- Financial liabilities: amortised cost.

Financial instruments comprise trade and other receivables, cash and cash equivalents, restricted cash, investments (non-current and current), cash and deposit held for MoMo customers, other non-current liabilities, derivatives, lease liabilities, borrowings and trade and other payables.

Accounting classes and fair values

Categories of financial assets

Group - 2024		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Other non-current investment	24	9,068	-	-	9,068
Trade and other receivables	27	243,889	-	-	243,889
Current investments	24	35,540	1,584	15,285	52,409
Cash held for MoMo customer	29.1	3,843	-	-	3,843
Restricted cash	28	107,023	-	-	107,023
Cash and cash equivalents	30	253,377	-	-	253,377
		652,740	1,584	15,285	669,609

Group - 2023		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Other non-current investments	24	6,632	-	-	6,632
Trade and other receivables	27	118,317	-	-	118,317
Current investments	24	4,029	205	3,022	7,256
Restricted cash	28	394,409	-	-	394,409
Cash held for MoMo customer	29.1	7,601	-	-	7,601
Cash and cash equivalents	30	345,074	-	-	345,074
		876,062	205	3,022	879,289

Company - 2024		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Other non-current investment	24	6,575	-	-	6,575
Current investments	24	25,275	1,584	1,337	28,196
Trade and other receivables	27	291,731	-	-	291,731
Cash and cash equivalents	30	232,800	-	-	232,800
Restricted cash	28	106,823	-	-	106,823
		663,204	1,584	1,337	666,125

Company - 2023		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Other non-current investment	24	6,632	-	-	6,632
Trade and other receivables	27	150,796	-	-	150,796
Current investments	24	923	205	1,491	2,619
Restricted cash	28	394,209	-	-	394,209
Cash and cash equivalents	30	315,548	-	-	315,548
		868,108	205	1,491	869,804

Categories of financial liabilities

Group - 2024		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Borrowings	36	972,915	-	-	972,915
Lease liabilities	20	2,283,424	-	-	2,283,424
Other non-current liabilities	38	8,842	-	-	8,842
Trade and other payables	39	928,409	-	-	928,409
Derivatives	41	-	1,961	-	1,961
Deposit held for MoMo customers	29.2	3,843	-	-	3,843
		4,197,433	**1,961**	**-**	**4,199,394**

Group - 2023		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Borrowings	36	1,177,169	-	-	1,177,169
Lease liabilities	20	1,004,411	-	-	1,004,411
Other non-current liabilities	38	8,267	-	-	8,267
Trade and other payables	39	475,891	-	-	475,891
Derivatives	41	-	15,912	-	15,912
Deposit held for MoMo customers	29.2	7,601	-	-	7,601
		2,673,339	**15,912**	**-**	**2,689,251**

Company - 2024		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Borrowings	36	972,915	-	-	972,915
Lease liabilities	20	2,283,424	-	-	2,283,424
Other non-current liabilities	38	25	-	-	25
Trade and other payables	39	924,671	-	-	924,671
Derivatives	41	-	1,961	-	1,961
		4,181,035	**1,961**	**-**	**4,182,996**

Company - 2023		Amortised cost	FVTPL	FVOCI	Total carrying amount
	Note(s)	N million	N million	N million	N million
Borrowings	36	1,177,169	-	-	1,177,169
Lease liabilities	20	1,004,411	-	-	1,004,411
Trade and other payables	39	466,984	-	-	466,984
Derivatives	41	-	15,912	-	15,912
		2,648,564	**15,912**	**-**	**2,664,476**

51. Fair value estimation

A number of the Group's accounting policies and disclosures require the measurement of fair values. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Where a financial asset or liability is carried on the statement of financial position at fair value, additional disclosure is required. In particular, the fair values need to be classified in accordance with the fair value hierarchy. This fair value hierarchy distinguishes between different fair value methodologies based on the level of subjectivity applied in the valuation. The fair value hierarchy is split into the following levels:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities (e.g. the price quoted on a stock exchange for a listed share).
- Level 2: Valuation techniques with inputs other than quoted prices (included within level 1) that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (e.g. a valuation that uses observable interest rates or foreign exchange rates as inputs).
- Level 3: Valuation techniques with inputs that are not based on observable market data (that is, unobservable inputs) (e.g. a valuation that uses the expected growth rate of an underlying business as input).

The financial instruments measured at fair value are presented below.

Group	Level 1	Level 2	Level 3	Total
	N million	N million	N million	N million
31 December 2024				
Assets				
Treasury bills at FVTPL	1,584	-	-	1,584
Treasury bills at FVOCI	15,285	-	-	15,285
	16,869	-	-	16,869
Liabilities				
Derivatives	-	1,961	-	1,961
	-	1,961	-	1,961
31 December 2023				
Assets				
Treasury bills at FVTPL	205	-	-	205
Treasury bills at FVOCI	3,022	-	-	3,022
	3,227	-	-	3,227
Liabilities				
Derivatives	-	15,912	-	15,912
	-	15,912	-	15,912

Company	Level 1	Level 2	Level 3	Total
	N million	N million	N million	N million
31 December 2024				
Assets				
Treasury bills at FVTPL	1,584	-	-	1,584
Treasury bills at FVOCI	1,337	-	-	1,337
	2,921	-	-	2,921
Liabilities				
Derivatives	-	1,961	-	1,961
	-	1,961	-	1,961
31 December 2023				
Assets				
Treasury bills at FVTPL	205	-	-	205
Treasury bills at FVOCI	1,491	-	-	1,491
	1,696	-	-	1,696
Liabilities				
Derivatives	-	15,912	-	15,912
	-	15,912	-	15,912

Financial asset at amortised cost and financial liabilities at amortised cost - The carrying value of current receivables and liabilities measured at amortised cost approximates their fair value. The fair values of the majority of the non- current liabilities measured at amortised cost are also not significantly different from their carrying values.

Treasury bills are valued at market prices listed on FMDQ daily quotation list while the fair valuation of the derivatives is derived by valuation models and consensus pricing information from third party pricing services and quotes to determine an appropriate valuation.

The Group consider the carrying amounts of lease liabilities, loans, and other non-current borrowings to approximate their fair value.

FX Forward Derivative

The Group enters into forward exchange contracts with counterparties. At the reporting date, the Group estimates the fair value of derivatives transacted with the counterparties using the discounted mark-to-market technique. All significant inputs into the valuation techniques are wholly observable. The derivative financial instruments are in level.

52. Financial risk management

The Group has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk (foreign exchange and interest rate risk). This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Risk profile

The Group's overall risk management programme focuses on the unpredictability of its markets and seeks to minimize potential adverse effects on the performance of the Group and its subsidiaries.

Risk management is carried out under policies approved by the Board of Directors of the Group. The Directors' identify, evaluate and manage the enterprise risks in line with the MTN Group Risk Management Framework. The Board provides written principles for overall risk management, as well as for specific areas such as foreign exchange risk, interest rate risk, credit risk and investing cash.

The carrying value of financial instruments materially approximate their fair values.

52.1 Credit risk

Credit risk or the risk of financial loss to the Group due to customers or counter parties not meeting their contractual obligations and is managed through the application of credit approvals, limits and monitoring procedures. The Group's maximum exposure to credit risk is represented by the carrying amount of the financial assets that are exposed to credit risk.

		Group		Company	
		2024	2023	2024	2023
	Note(s)	N million	N million	N million	N million
The following instruments give rise to credit risk					
Other non-current investments		9,068	6,632	6,575	6,632
Trade and other receivables		243,889	118,317	291,731	150,796
Current investments		50,825	7,051	26,612	2,414
Restricted cash		107,023	394,409	106,823	394,209
Cash and cash equivalents		253,377	345,074	232,800	315,548
		664,182	**871,483**	**664,541**	**869,599**

52.1.1 Cash and cash equivalents, and restricted cash

Cash and cash equivalents, and restricted cash. The Group's exposure and the credit ratings of its counter parties are continuously monitored and the aggregate values of investment portfolio is spread amongst approved financial institutions, which are lending institutions to the Group. The Group's Cash investment activity is based on the SLY (Safety, Liquidity and Yield) principle while it also limits its cash holdings in a financial institution to a maximum of 40% of total investment portfolio to manage concentration risk. The exposure is controlled by a right of setoff and counter party exposure limits derived from the facility amount provided to the Group, the credit rating of the lending institutions as well as the cash collection by each of the lending institutions.

The National Long Term credit ratings of the counterparty financial institutions where the Group's bank deposits and restricted cash range from AAA to BBB-.

Total estimated credit loss for Group and Company as at 31 December 2024 stood at N32 million (31 December 2023: N94 million for Group; N41 million for Company).

Reversal of credit loss for the year was N62 million for Group; N9 million for Company (December 2023: reversal of N194 million for Group; N247 million for Company).

52.1.2 Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses (ECL). The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type).

Group: ECL for gross trade receivables of N132.27 billion (2023: N73.61 billion) was N21.07 billion (2023: N14.65 billion)
Company: ECL for gross trade receivables of N132.27 billion (2023: N73.34 billion) was N21.07 billion (2023: N14.23 billion).

The Group holds collateral as security for trade receivables relating to trade partners. These are bank guarantees held with bank with credit ratings of AAA to BBB-. A total of N6.17 billion was held as collateral for same value of receivables as at 31 December 2024 (31 December 2023: N3.83 billion). Trade partners are to pay within seven days of credit advanced. In the event of default, the bank guarantee is recalled immediately to offset the credit.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix.

Group	Current	More than 30 days past due	More than 90 days past due	More than 180 days past due	Total
	N million	N million	N million	N million	N million
31 December 2024					
Expected loss rate	0.53%	3.83%	11.21%	99.75%	-
Gross carrying amount	100,936	8,803	9,971	19,134	132,265
Loss allowance	530	337	1,118	19,086	21,071
Credit impaired	No	No	No	No	-
31 December 2023					
Expected loss rate	0.86%	18.34%	33.29%	71.20 %	-
Gross carrying amount	45,786	4,941	7,759	15,123	73,609
Loss allowance	394	906	2,583	10,767	14,650
Credit impaired	No	No	No	No	-

Company	Current	More than 30 days past due	More than 90 days past due	More than 180 days past due	Total
	N million	N million	N million	N million	N million
31 December 2024					
Expected loss rate	0.53%	3.83%	11.21%	99.75%	-
Gross carrying amount	100,936	8,803	9,971	19,134	132,265
Loss allowance	530	337	1,118	19,086	21,071
Credit impaired	No	No	No	No	-
31 December 2023					
Expected loss rate	0.86%	18.34%	28.91%	71.20 %	-
Gross carrying amount	45,786	4,941	7,488	15,123	73,338
Loss allowance	394	906	2,165	10,767	14,232
Credit impaired	No	No	No	No	-

The ECL rates are the outcome of a quarterly review using a simplified expected credit loss (ECL) based on days past due. Based on the assessment this year, there were no receivables fully impaired after 180 days, as receivables in this range were impaired by 99.75%. The calculation reflects the probability-weighted outcome, the time value of money and reasonable, and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

52.1.3 Current and other non-current investments

Current and other non-current investments are all liquid assets that consist of marketable securities. They are primarily selected based on the funding and liquidity plan of the Group and from issuers with the least known credit and default risk. In connection with investment decisions, priority is placed on the issuer's very high creditworthiness and the present yield/ interest rates offered. In this assessment, the Group also considers the credit risk assessment of the issuer by the rating agencies such as Fitch, Standards and Poor (S&P). The Federal Government of Nigeria (FGN) has one of the lowest credit risks known in the country and in a possibility of default, it could simply increase the circulation of money in the country or borrow from international sources to pay off its local debt. In line with the Group's risk policy, its investments in treasury bills have no historical rate of default and the investments can be liquidated and sold at the prevalent market rates at that point in time. The rating for the FGN is B-, a speculative grade, for its Short-Term Local- Currency Issuer Default Rating (IDR) which is a stable rating but not yet at the investment grade level which is hardly given to African Countries. Current investments are thus not subject to a material credit risk and are allocated to stage 1 of the impairment model.

Expected Credit Losses (ECLs) are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. In determining the cash flows that the Group expects to receive, the Group apply the probability of default (default rate) based on rating by international credit rating agencies like S&P, Moody's and Fitch as well as local ratings by Agusto and Co.

Total estimated credit loss as at 31 December 2024 for Group stood at N176 million (31 December 2023: N191 million) while the reversal of credit loss for the period stood at N15 million (31 December 2023: credit loss reversal of N22 million); Company: N124 million (31 December 2023: N155 million) while the reversal of credit loss for the period stood at N31 million (31 December 2023: credit loss reversal N58 million).

The National long term credit ratings of the counterparty financial institutions where the Group's current and other non-current investments range from AAA to BBB-

Reconciliation of gross carrying amount and related ECL	Note(s)	Cash and cash equivalents N million	Current investments N million	Other non-current investments N million	Total ECL N million
Group					
Assets					
Balance at 1 January 2023		339,549	6,217	10,585	(501)
Net movement during the year		83,667	-	-	-
Purchase		-	9,387	-	-
Sale/matured		-	(21,659)	(4,066)	-
Exchange gain		(78,336)	10,175	-	-
Credit loss reversal	14	194	(91)	113	216
Balance at 31 December 2023		345,074	4,029	6,632	(285)
Net movement during the year		(106,338)	-	-	-
Purchase		-	112,953	2,434	-
Sale/matured		-	(99,733)	-	-
Exchange gain		14,579	18,278	-	-
Credit loss reversal	14	62	13	2	77
Balance at 31 December 2024		**253,377**	**35,540**	**9,068**	**(208)**
Company					
Balance at 1 January 2023		324,244	5,600	10,585	(501)
Net movement during the year		69,393	-	-	-
Purchase		-	5,349	-	-
Sale/matured		-	(20,146)	(4,066)	-
Exchange gain		(78,336)	10,175	-	-
Credit loss reversal	14	247	(55)	113	305
Balance at 31 December 2023		315,548	923	6,632	(196)
Net movement during the year		(97,336)	-	-	-
Purchase		-	105,778	-	-
Sale/matured		-	(99,733)	-	-
Remeasurement to profit or loss account		-	-	(59)	-
Exchange gain		14,579	18,278	-	-
Credit loss reversal	14	9	29	2	40
Balance at 31 December 2024		232,800	25,275	6,575	(156)

52.2 Liquidity risk

Liquidity risk is the risk that an entity will be unable to meet its obligations as they become due.
The Group's approach to managing liquidity risk is to ensure that sufficient liquidity is available to meet its liabilities when due under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group ensures it has sufficient cash on demand (currently the Group is maintaining a positive cash position) or access to facilities to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

	Group		Company	
	2024	2023	2024	2023
	N million	N million	N million	N million
The following are the liquid resources:				
Cash and cash equivalents	253,377	345,074	232,800	315,548
Cash held for MoMo customer	3,843	7,601	-	-
Current investments	52,409	7,256	28,196	2,619
Restricted cash	107,023	394,409	106,823	394,209
Trade and other receivables	243,889	118,317	291,731	150,796
	660,541	**872,657**	**659,550**	**863,172**

The following are the contractual maturities of financial liabilities:

Group	Note(s)	Carrying amount	Payable within one month or on demand	More than one month but not more than three months	More than three months but not more than one year	More than one year but not more than two years	More than two years but not more than five years	More than five years	Total
		N million	N million	N million	N million	N million	N million	N million	N million
31 December 2024									
Trade and other payables		928,409	157,838	445,661	324,910	-	-	-	928,409
Deposit held for MoMo customers		3,843	3,843	-	-	-	-	-	3,843
Derivatives		1,961	-	1,961	-	-	-	-	1,961
Other non-current liabilities		8,842	-	-	-	6,668	4,463	-	11,131
Borrowings		972,915	38,615	2,447	213,505	311,348	375,671	196,477	1,138,063
Lease liabilities		2,283,424	120,521	39	400,996	525,883	1,557,725	1,338,267	3,943,431
		4,199,394	320,817	450,108	939,411	843,899	1,937,859	1,534,744	6,026,838
31 December 2023									
Trade and other payables		475,891	86,294	232,359	157,238	-	-	-	475,891
Deposit held for MoMo customers		7,601	7,601	-	-	-	-	-	7,601
Derivatives		15,912	-	-	15,912	-	-	-	15,912
Other non-current liabilities		8,267	-	-	-	7,163	4,462	-	11,625
Borrowings		1,177,169	15,528	57,474	670,018	110,642	308,856	301,672	1,464,190
Lease liabilities		1,004,411	71,873	122	206,675	262,882	755,703	247,100	1,544,355
		2,689,251	181,296	289,955	1,049,843	380,687	1,069,021	548,772	3,519,574

Company	Note(s)	Carrying amount	Payable within one month or on demand	More than one month but not more than three months	More than three months but not more than one year	More than one year but not more than two years	More than two years but not more than five years	More than five years	Total
		N million	N million	N million	N million	N million	N million	N million	N million
31 December 2024									
Trade and other payables		924,671	157,166	443,858	323,647	-	-	-	924,671
Derivatives		1,961	-	1,961	-	-	-	-	1,961
Borrowings		972,915	38,615	2,447	213,505	311,348	375,671	196,477	1,138,063
Lease liabilities		2,283,424	120,521	39	400,996	525,883	1,557,725	1,338,267	3,943,431
Other non-current liabilities		25	-	-	-	25	-	-	25
		4,182,996	316,302	448,305	938,148	837,256	1,933,396	1,534,744	6,008,151
31 December 2023									
Trade and other payables		466,984	79,374	224,116	163,494	-	-	-	466,984
Derivatives		15,912	-	-	15,912	-	-	-	15,912
Borrowings		1,177,169	15,528	57,474	670,018	110,642	308,856	301,672	1,464,190
Lease liabilities		1,004,411	71,873	122	206,675	262,882	755,703	247,100	1,544,355
		2,664,476	166,775	281,712	1,056,099	373,524	1,064,559	548,772	3,491,441

52.3 Market risk

Market risk is the risk that changes in market prices (interest rate, price risk and currency risk) will affect the Group's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group is not exposed to price risk. Derivatives are entered into solely for risk management purposes and not as speculative investments. The Group treasury policy specifies approved instruments which may be used to economically hedge the Group's exposure to variability in foreign currency and to manage and maintain market risk exposures within the parameters set by the Group's board of directors.

52.3.1 Interest rate risk

Interest rate risk is the risk that the cash flow or fair value of an interest bearing financial instrument will fluctuate because of changes n market interest rates. Financial assets and liabilities that are sensitive to interest rate risk are cash and cash equivalents, short term investments and loans payable. The interest rates applicable to these financial instruments are on a combination of floating and fixed basis in line with those currently available in the market. The Group's interest rate risk arises from the repricing of the Group's floating rate debt, incremental funding or new borrowings, the refinancing of existing borrowings and the magnitude of the significant cash balances which exist. The Group manages its debt on an optimal mix of local and foreign borrowings and fixed and floating interest rates.
Interest rate profile

At the reporting date the interest rate profile of the Group's financial instruments is as follows:

Group	31 December 2024			31 December 2023		
	Fixed rate instruments	Variable rate instruments	Non-interest bearing	Fixed rate instruments	Variable rate instruments	Non-interest bearing
	N million	N million	N million	N million	N million	N million
Financial assets						
Cash and cash equivalents	253,377	-	-	345,074	-	-
Current investments	52,409	-	-	49,559	-	-
Restricted cash	22,750	-	84,273	14,510	-	379,899
Trade and other receivables	-	-	243,889	-	-	118,317
Cash held for MoMo customers	3,843	-	-	-	-	-
Other non-current investments	9,068	-	-	6,632	-	-
	341,447	**-**	**328,162**	**415,775**	**-**	**498,216**
Financial liabilities						
Trade and other payables	-	-	223,185	-	-	146,881
Amounts due to related parties	-	186,013	-	-	109,861	-
Other accrued expenses	-	-	519,211	-	-	227,416
Derivatives	-	-	1,961	15,912	-	-
Deposit held for MoMo customers	-	-	3,843	-	-	7,601
Borrowings	682,564	290,321	-	640,394	536,775	-
Other non-current liabilities	-	-	8,842	-	-	8,267
	682,564	**476,334**	**757,042**	**656,306**	**646,636**	**390,165**

Company	31 December 2024			31 December 2023		
	Fixed rate instruments	Variable rate instruments	Non-interest bearing	Fixed rate instruments	Variable rate instruments	Non-interest bearing
	N million	N million	N million	N million	N million	N million
Financial assets						
Cash and cash equivalents	232,800	-	-	315,548	-	-
Current investments	28,196	-	-	2,619	-	-
Restricted cash	22,750	-	84,073	22,111	-	372,098
Trade and other receivables	-	-	291,731	-	-	150,796
Other non-current investments	6,575	-	-	6,632	-	-
	290,321	**-**	**375,804**	**346,910**	**-**	**522,894**
Financial liabilities						
Trade and other payables	-	-	220,897	-	-	137,043
Amounts due to related parties	-	193,487	-	-	114,451	-
Other accrued expenses	-	-	510,287	-	-	215,490
Derivatives	-	-	1,961	15,912	-	-
Borrowings	682,564	290,351	-	640,394	536,775	-
Other non-current liabilities	-	-	25	-	-	-
	682,564	**483,838**	**733,170**	**656,306**	**651,226**	**352,533**

Interest rate sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity rate which is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. All other variables remain constant. The sensitivity analysis includes only financial instruments exposed to interest rate risk which were recognised at the reporting date. No changes were made to the methods and assumptions used in the preparation of the sensitivity analysis compared to the previous reporting period.

The Group has used a sensitivity analysis technique that measures the estimated change to profit or loss of an instantaneous increase or decrease of 1% (100 basis points) in market interest rates, from the rate applicable at 31 December, for each class of financial instrument with all other variables remaining constant.

The Group is mainly exposed to fluctuations in the following market interest rates: LIBOR and NIBOR. Changes in market interest rates affect the interest income or expense of floating rate financial instruments. Changes in market interest rates only affect profit or loss in relation to financial instruments with fixed interest rates if these financial instruments are recognised at their fair value.

A change in the above market interest rates at the reporting date would have increased/(decreased) profit before tax by the amounts shown overleaf. The analysis has been performed on the basis of the change occurring at the reporting date and assumes that all other variables, in particular foreign currency rates, remains constant. The analysis is performed on the same basis for prior year.

Group and Company	31 December 2024			31 December 2023		
	Increase/(decrease) in profit before tax			Increase/(decrease) in profit before tax		
	Change in interest rate	Upward change in interest rate	Downward change in interest rate	Change in interest rate	Upward change in interest rate	Downward change in interest rate
	%	N million	N million	N million	N million	N million
SOFR	1	(1,594)	1,594	1	(983)	983
NIBOR	1	(4,836)	4,836	1	(4,483)	4,483

52.2.3 Currency risk

Currency risk is the exposure to exchange rate fluctuations that have an impact on cash flows and financing activities. The Group manages foreign currency risk on major foreign denominated purchase orders through the use of Letters of Credit. The Group has also entered into a currency swap arrangement to enhance dollar liquidity to address critical operational requirements. Refer to Note 49 for details of financial instruments exposed to currency risk.

Sensitivity analysis

The Group is mainly exposed to fluctuations in foreign exchange rates in respect of the US Dollar, being the significant foreign denominated currency. The Group has used a sensitivity analysis technique that measures the estimated change to the income statement of an instantaneous 5% strengthening or 20% weakening in the Nigerian Naira against the US Dollar, from the rate applicable at 31 December, for each class of financial instrument with all other variables, in particular interest rates, remaining constant. A change in the foreign exchange rates to which the Group is exposed at the reporting date would have increased/(decreased) profit before tax by the amounts shown below. The analysis has been performed on the basis of the change occurring at the start of the reporting period. The analysis is performed on the same basis for the Company.

Group and Company	31 December 2024		31 December 2023	
	Increase/(decrease) in profit before tax		Increase/(decrease) in profit before tax	
	20% weakening in Naira, resulting in a decrease in profit before tax	5% strengthening Naira resulting in increase in profit before tax	20% weakening in Naira, resulting in a decrease in profit before tax	5% strengthening in Naira resulting in an increase in profit before tax
	N million	N million	N million	N million
Denominated:				
Functional				
USD:NGN	(379,745)	94,936	(299,462)	74,866

The sensitivity factors were re-assessed in 2023 financial year to accurately reflect the real economic conditions, particularly the devaluation of the Naira. The outcome resulted in the Group retaining a 5% propensity for the Naira strengthening. The propensity for the Naira to weaken was further revised upward, increasing from 10% to 20%.

52.4 Capital risk management

The Group seeks to optimise its capital structure by ensuring adequate gearing levels taking into consideration working capital, cash flow, existing loan covenants, operational requirements, business plan and broader macro- economic conditions. It maximizes external borrowings on the back of its strong cash generating capacity. In line with its funding policy, the Group diversifies funding sources across local and international markets and ensures that new facility conditions comply with existing loan covenants. Management monitors Net Debt to EBITDA and EBITDA to Net Interest in line with the financial covenants in the loan agreement while it seeks to limit refinancing risk by controlling the concentrations of maturing obligations in the short end of maturity profile. Equity approximates share capital and reserves attributable to the owners of the company. EBITDA is defined as earnings before interest, tax, depreciation, amortisation and goodwill impairment/losses. Gross debt relates to MTN Nigeria syndicated medium loan, net debt is the gross debt less cash and cash equivalents and total funding is gross debt plus equity.

	Group		Company	
	2024	2023	2024	2023
	N million	N million	N million	N million
Revenue	3,358,461	2,468,847	3,363,513	2,472,473
Other income	2,369	-	2,369	-
Operating expenses excluding depreciation and amortisation	(2,047,431)	(1,266,318)	(2,032,019)	(1,266,318)
EBITDA	**1,313,399**	**1,202,529**	**1,342,863**	**1,230,092**
Gross debt	972,915	1,177,169	972,915	1,177,169
Cash and cash equivalents	(253,377)	(345,074)	(232,800)	(315,548)
Net debt	**719,538**	**832,095**	**740,115**	**861,621**
Gross debt	972,915	1,177,169	972,915	1,177,169
Equity	(458,007)	(45,404)	(356,238)	34,779
Total funding	**514,908**	**1,131,765**	**616,677**	**1,211,948**
Gross debt :Total funding	189 %	104 %	158 %	97 %
Net debt: Total funding	140 %	74 %	120 %	71 %
Net debt : EBITDA	55 %	69 %	55 %	70 %

53. Reclassification of comparative amounts

There were reclassifications made for the period ended 31 December 2023, the comparative amounts relating to 2023 financial year were reclassified in adherence to IAS 1, paragraph 41. The Group previously presented some of its balances on the statement of profit or loss, statements of financial position and statement of cashflows. However, management considers it to be more relevant if these items are presented as separate line items on those statements. See table below

	Group			Company		
	As previously reported	Reclassification	As currently reported	As previously reported	Reclassification	As currently reported
	N million	N million	N million	N million	N million	N million
Statement of profit or loss						
Direct network operating costs	650,500	4,703	655,203	650,210	4,703	654,913
Value added service	28,374	(4,706)	23,668	28,367	(4,706)	23,661
Cost of Starter packs, handsets and accessories	30,293	3	30,296	30,293	3	30,296
Impairments of financial assets	-	756	756	-	10,189	10,189
Other operating expenses	139,884	(756)	139,128	147,467	(10,189)	137,278
Statement of financial position						
Current asset						
Restricted cash	402,010	(7,601)	394,409	-	-	-
Cash held for MoMo customers	-	7,601	7,601	-	-	-
Liabilities						
Non-current liabilities						
Employee benefits	9,703	(1,274)	8,429	9,703	(1,274)	8,429
Other non-current liabilities	-	8,267	8,267	-	-	-
Current Liabilities						
Trade and other payables	707,787	(8,267)	699,520	-	-	-
Employee benefits	9,703	1,274	1,274	-	1,274	1,274
Statement of cash flows						
Cash flows from operating activities	1,369,821	7,340	1,377,161	1,388,957	7,340	1,396,297
Cash generated from operations	-	-	-	-	-	-
Cash flows from investing activities						
Prepaid road investment tax credit cost	-	(17,291)	(17,291)	-	(17,291)	(17,291)
Cash generated from operations	-	-	-	-	-	-

54. Going concern assessment

During the year, the Company incurred a net loss of N360.5 billion (31 December 2023: N104.5 billion), resulting in total negative shareholders' funds of N356.2 billion (31 December 2023: N34.8 billion positive) and its current liabilities exceeded current assets by N1.1 trillion, after excluding derivatives, contract liabilities and provisions (31 December 2023: N767.1 billion).

In the same period, the company's revenue grew by 36.04% year on year, an increase of N891.04 billion and the operating profit of N809.36 billion.

The Board believes that the Company's fundamentals and prospects remain strong and to address its impaired shareholders fund, the shareholders at its Extraordinary General Meeting (EGM) held in May 2024 approved the implementation of several initiatives to improve the operational and financial performance of the Company. These initiatives are geared towards accelerating revenue growth development, restoring profitability and rebuilding reserves to strengthen business resilience and boost shareholder returns.

The Board of Directors of MTN Nigeria Communications Plc has assessed the Company's ability to continue as a going concern when preparing the financial statements. In performing this assessment, the Board has considered various events and conditions that may exist and, individually or collectively, cast significant doubt on the entity's ability to continue as a going concern, such as:

- The circumstances leading to the incurred period losses are unlikely to persist indefinitely.
- It is unlikely that fixed-term borrowings approaching maturity lack realistic prospects of renewal or repayment. We are currently complying with all loan agreements and no loans have been renegotiated.
- There are currently no changes in legislation or government policy expected to adversely affect MTN Nigeria communications Plc.
- There is no significant deterioration in the value of assets used to generate cash flows, although there is a substantial operating loss arising from net foreign exchange loss being a major impact of forex deterioration. The net foreign exchange loss became material following the effect of the Naira devaluation against the US Dollar, which saw the Naira plummet from N907.11/$ to N1,535/$ for the year ended 31 December 2024. There is an ongoing effort to re-denominate some categories of foreign denominated expenditure to local currency. This strategic move aims to reduce exposure to exchange rate volatility.
- MTN Nigeria has secured tripartite set-off arrangements with Group entities to reduce intercompany payables

In addition, an assessment of forecast cash flows and projections has been performed, including potential impact of external and internal variations, uncertainties and sensitivity of business plans. We are satisfied that the business is expected to continue its operations over the next twelve months.

Based on the above assessments and taking account of reasonable possible changes in trading performance and the current financial position; the Directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Consequently, the going concern basis has been adopted in preparing the audited consolidated and separate financial statements.

The accumulated loss and negative shareholders fund position is being addressed by the Board of directors, and an Extraordinary General Meeting (EGM) will be convened in compliance with Companies and Allied Matter Acts (CAMA) 2020, Section 137 (1).

55. Capital Commitments

	Group		Company	
	2024	2023	2024	2023
	N million	N million	N million	N million
Commitments for the acquisitions of property and equipment as at the reporting date is as follows:				
Approved but not contracted	590,180	394,895	590,180	394,895
Contracted but not capitalised	-	107,838	-	107,838
	590,180	**502,733**	**590,180**	**502,733**
Commitments for the acquisitions of software and work in progress as at the reporting date is as follows:				
Approved but not contracted	51,436	16,943	51,436	16,943
Contracted but not capitalised	-	21,916	-	21,916
	51,436	**38,859**	**51,436**	**38,859**
Total commitments for property and equipment, software and work in progress	**641,616**	**541,592**	**641,616**	**541,592**

Capital expenditure will be funded from operating cash flows, existing borrowing facilities and, where necessary, by raising additional facilities.

56. Contingent liabilities

Contingent liabilities represent possible obligations that arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future events not wholly within the control of the Group.

The Group has N3.99 billion (2023: N0.99 billion) contingent liabilities arising from claims and litigations in the ordinary course of business and the Group is defending these actions. These matters are currently being considered by various courts and the timing of the judgements are unknown. In the opinion of the directors, which is based on advice from the legal counsels, no material loss is expected to arise from these claims and litigations.

57. Security trading policy

MTN Nigeria Communications Plc has in place a Securities Trading Policy which guides the Board and employees when effecting transactions in the Company's shares. The policy provides for periods for Dealing in Shares and other Securities, established communication protocols on periods when transactions are not permitted to be effected on the Company's Shares as well as disclosure requirements when effecting such transactions.

Insiders covered in this policy have not notified the Company of any dealing in the Company's Securities within this period and the Company is not aware of any breach of this Policy within the period.

58. Free float information

MTN Nigeria Communications Plc with a free float value of N709,061,844,200 as at 31 December 2024 (31 December 2023: N711,948,075,432) is compliant with The Exchange's requirements for free float for companies listed on the Premium Board.

59. Events after the reporting period

Tariff Increase

On 15 January 2025, the National Communication Commission (NCC) announced its approval of a 50% increase in tariff in response to the prevailing macroeconomic environment, increasing inflationary pressures, and rising operational costs for all telecommunication companies within telecommunication ecosystem. The decision was made in compliance with regulatory guidelines and following engagements with relevant stakeholders. Implementation of this change will result in a tariff adjustment across its service offerings. The tariff increase was necessary to ensure the sustainability of network expansion, continued investment in infrastructure, and the delivery of high-quality services to customers. The company remains committed to balancing affordability with the need to maintain service excellence and financial sustainability.

Aside from the matter disclosed above, there were no events after the reporting date that could have had a material effect on the consolidated and separate financial statements that have not been provided for or disclosed in these financial statements

Value added statements

Group	2024	2023	2024	2023
	N million	%	N million	%
Value added				
Revenue	3,358,461		2,468,847	
Finance income	28,440		25,815	
Other income	2,369		-	
Bought - in materials and services				
- Local	(1,845,426)		(1,049,116)	
- Foreign	(115,019)		(147,249)	
Total value added	**1,428,825**	**100**	**1,298,297**	**100**
Value distributed				
To pay employees				
Salaries, wages, and other benefits	91,919		65,002	
	91,919	**6**	**65,002**	**5**
To pay providers of capital				
Finance costs	431,648		236,927	
Net foreign exchange loss	925,361		740,434	
	1,357,009	**95**	**977,361**	**75**
To pay government				
Income tax	21,065		155,511	
Deferred tax	(170,955)		(196,376)	
	(149,890)	**(10)**	**(40,865)**	**(3)**

To be retained in the business for expansion and future wealth creation:

Depreciation	444,471		349,836	
Amortisation	90,684		79,033	
Impairment	(4,933)		4,951	
	530,222	**37**	**433,820**	**33**
Value retained				
Retained loss	(399,448)		(133,841)	
Non-controlling interest	(987)		(3,180)	
	(400,435)	**(28)**	**(137,021)**	**(11)**
Total value distributed	**1,428,825**	**100**	**1,298,297**	**100**

Company	2024	2023	2024	2023
	N million	%	N million	%
Value added				
Revenue	3,363,513		2,472,473	
Finance income	24,998		24,753	
Other income	2,369		-	
Bought - in materials and services				
- Local	(1,827,659)		(1,030,492)	
- Foreign	(115,019)		(146,512)	
Total value added	**1,448,202**	**100**	**1,320,222**	**100**
Value distributed				
To pay employees				
Salaries, wages, and other benefits	85,212		60,462	
	85,212	**6**	**60,462**	**5**
To pay providers of capital				
Finance costs	430,427		236,604	
Net foreign exchange loss	924,903		740,358	
	1,355,330	**94**	**976,962**	**74**
To pay government				
Income tax	21,040		155,481	
Deferred tax	(181,540)		(195,213)	
	(160,500)	**(11)**	**(39,732)**	**(3)**

To be retained in the business for expansion and future wealth creation:

Depreciation	444,276		349,836	
Amortisation	89,231		72,289	
Impairment	(4,871)		4,915	
	528,636	**37**	**427,040**	**32**
Value retained				
Retained loss	(360,476)		(104,510)	
	(360,476)	(25)	(104,510)	(8)
Total value distributed	**1,448,202**	**100**	**1,320,222**	**100**

Five Year Financial Summary

Group	2024	2023	2022 restated	1 Jan 2022 restated	2020 restated
	N million	N million	N million	N million	N million
Statement of financial position					
Assets and liabilities					
Property and equipment	1,248,304	1,095,111	928,357	774,113	686,157
Intangible assets	408,783	447,599	335,599	245,558	111,080
Other non-current assets	1,748,568	670,336	514,369	482,856	642,488
Net current liabilities	(1,196,982)	(917,638)	(483,649)	(301,118)	(221,094)
Non-current liabilities	(2,666,680)	(1,336,252)	(1,032,134)	(999,418)	(1,041,245)
Net (liabilities)/assets	**(458,007)**	**(40,844)**	**262,542**	**201,991**	**177,386**
Equity					
Share capital	420	420	407	407	407
Share premium	166,362	166,362	17,216	17,216	17,216
Other reserves	(12,454)	701	1,664	885	239
Treasury shares	(4,869)	(4,869)	(4,869)	-	-
(Accumulated losses)/retained earnings	(607,466)	(208,018)	246,679	183,483	160,524
Non-controlling interest	-	4,560	1,445	-	-
Total equity	**(458,007)**	**(40,844)**	**262,542**	**201,991**	**178,386**
Statement of profit or loss					
Revenue	3,358,461	2,468,847	2,012,272	1,654,299	1,346,390
(Loss)/profit before taxation	(550,325)	(177,886)	518,823	436,687	298,874
Taxation	149,890	40,865	(170,096)	(138,033)	(93,660)
(Loss)/profit for the year	**(400,435)**	**(137,021)**	**348,727**	**298,654**	**205,214**
Per share data					
(Loss)/earnings per share - basic/diluted (N)	(19.05)	(6.38)	16.63	14.24	9.79
Net (liabilities)/assets per share (N)	(21.84)	(1.95)	12.52	9.63	8.46

Company	**2024**	**2023**	**2022 restated**	**1 Jan 2022 restated**	**2020 restated**
	N million	**N million**	**N million**	**N million**	**N million**
Statement of financial position					
Assets and liabilities					
Property and equipment	1,248,304	1,095,111	928,357	774,113	686,157
Intangible assets	404,212	426,300	314,684	219,324	79,525
Other non-current assets	1,849,008	760,129	577,679	537,380	692,816
Net current liabilities	(1,199,890)	(919,925)	(479,389)	(301,732)	(219,458)
Non-current liabilities	(2,657,863)	(1,326,836)	(1,029,389)	(995,078)	(1,036,808)
Net (liabilities)/assets	**(356,229)**	**34,779**	**311,942**	**234,007**	**202,232**
Equity					
Share capital	420	420	407	407	407
Share premium	166,362	166,362	17,216	17,216	17,216
Other reserves	(29,833)	708	1,664	885	239
Treasury shares	(4,869)	(4,869)	(4,869)	-	-
(Accumulated losses)/retained earnings	(488,309)	(127,842)	297,524	215,499	184,370
Total equity	**(356,229)**	**34,779**	**311,942**	**234,007**	**202,232**
Statement of profit or loss					
Revenue	3,363,513	2,472,473	2,011,935	1,652,925	1,346,288
(Loss)/profit before taxation	(520,976)	(144,242)	549,516	448,358	309,245
Taxation	160,500	39,732	(179,305)	(141,534)	(96,763)
(Loss)/profit for the year	**(360,476)**	**(104,510)**	**370,211**	**306,824**	**212,482**
Per share data					
(Loss)/earnings per share - basic/diluted (N)	(17.19)	(4.98)	17.66	14.63	10.13
Net (liabilities)/assets per share (N)	**(16.99)**	**1.66**	**14.88**	**11.16**	**9.65**

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Annual General Meeting Notice and Additional Information

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we are too original to be
anything less

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of MTN Nigeria Communications PLC ("the Company") will hold virtually via https://www.mtn.ng/investors/shareholders/annual-general-meeting/ on Wednesday, 30 April 2025, at 11.00 a.m. to transact the following 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 - Independent Non-Executive Director
   2.2 Mr. Udemezuo Nwuneli - Independent Non-Executive Director
   2.3 Mr. Timothy Pennington - Non-Executive Director

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."

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NOTES

Attendance and Voting at the AGM

A member entitled to attend and vote at the AGM can appoint a proxy to attend and vote in his/her/its stead.

For the appointment of a proxy to be valid, executed proxy forms must be deposited at the office of the Registrar, Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Saka Tinubu Street, Victoria Island, Lagos, or via email to **eforms@coronationregistrars.com**; not less than 48 hours before the time fixed for the meeting. A blank proxy form is enclosed.

Voting during the meeting proceedings would be done via the Coronation Virtual platform. A personalized voting code would be sent by the Registrar to the email address of eligible shareholders by 24 hours before the meeting, specifically on 29 April 2025.

Voting by Interested Persons

In line with the provisions of Rule 20.8 (c) (8) of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to abstain, and ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7 above.

Stamping of Proxy Forms

The Company has made arrangements, at its cost, for stamping the duly completed and signed proxy forms submitted to the Company's Registrar within the stipulated time.

Statutory Audit Committee

In accordance with section 404(6) of the Companies and Allied Matters Act No. 3 of 2020 (as amended) ("CAMA"), any shareholder may nominate a shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and reach the Company Secretary at least twenty-one (21) days before the AGM.

Kindly note that by virtue of the provisions of Section 404 (5) CAMA, all members of the Statutory Audit Committee ("SAC") should be financially literate and at least one member must be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. In view of the foregoing, nominations to the SAC should be supported by the curriculum vitae of the nominees.

Profile of Directors

The profile of directors presented for re-election is included in the Annual Report and can also be accessed on the Company's website www.mtn.ng.

Virtual Meeting Link

The link for the meeting is https://www.mtn.ng/investors/shareholder s/annual-general-meeting/.
The link will be available on the Company's website at www.mtn.ng.

Right of Shareholders to Ask Questions

Shareholders have a right to ask questions at the AGM and also in writing before the meeting. Questions should be submitted to the Company Secretary at the Company's Head Office or via email (investorrelations.ng@mtn.com) no later than 21 April 2025.

Electronic Annual Report

The electronic version of the Annual Report is available online for viewing and download from our website at www.mtn.ng and the Registrars' website at https://www.coronation.ng/institutional/about-us/registrars/. Shareholders who have provided their email addresses to the Registrar will receive the electronic version of the Annual report via email and can also access it on the Shareholderlive by Coronation platform. Furthermore, shareholders interested in receiving the electronic version of the Annual Report can request it via email at customercare@coronationregistrars.com or by calling +234 201 2272 570.

Unclaimed Dividends

All Shareholders are encouraged to complete an e-dividend Mandate Form to ensure that all outstanding dividends are paid electronically. A list of unclaimed dividends will be circulated along with the Annual Report. Please click this link https://crlselfservice.coronation.ng/ to complete the E-mandate Form. You can also update your information using the same link.

Dated this 7 April 2025

BY ORDER OF THE BOARD

Uto Ukpanah
Company Secretary
(FRC/2014/NBA/00000005748)

MTN Plaza
Falomo,
Ikoyi, Lagos

The CGRS (Corporate Governance Rating System) badge is for listed companies who have attained CGRS certification on their corporate governance status.

Explanatory Notes to the Resolutions to be proposed at the Annual General meeting (AGM)

Dear Shareholders,

We welcome you to the Annual General Meeting (AGM) of your Company holding virtually via https://www.mtn.ng/investors/shareholders/annual-general-meeting/ on Wednesday, 30 April 2025, at 11:00 a.m.

Explanatory Notes are provided below to the resolutions set out in the Notice of Annual General Meeting. At the meeting, you will be requested to vote in favour of the proposed resolutions. Please note that if you abstain from voting you will not be counted in the calculation of the proportion of vos for or against a resolution.

A. ORDINARY BUSINESS

Resolution 1: Annual Report and Accounts

"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 Consultants and the Audit Committee thereon."

Explanatory Note

Pursuant to the requirements of Section 377 (1) of the Companies and Allied Matters Act, 2020 as amended ('CAMA 2020') Directors of the Company are mandated to prepare Financial Statements for each year. In line with this provision, the 2024 Audited Financial Statements have been prepared and included in the 2024 Annual Report and Accounts. The Report also contains the Auditor's Report, the Audit Committee's Report, the Directors' Report and the report of the External Consultants on the 2024 Board Evaluation.

The Directors are required under Section 388 (1) of the CAMA 2020 to lay before the company in General Meeting for each financial year copies of the financial statements of the Company made up to a date not exceeding nine months prior to the date of the meeting. This provides the shareholders the opportunity to ask questions on the content of the Annual Report and Financial Statements.

We urge you to vote in support of the motion to receive these reports and the audited financial statements.

Resolution 2: Election of Directors

2(1). "To elect Mrs. Eyitope Kola-Oyeneyin, who was appointed by the Board of Directors since the last Annual General Meeting as an Independent Non-Executive Director."

2(2). "To elect Mr. Udemezuo Nwuneli, who was appointed by the Board of Directors since the last Annual General Meeting as an Independent Non-Executive Director."

2(3). "To elect Mr. Timothy Pennington, who was appointed by the Board of Directors since the last Annual General Meeting as a Non-Executive Director."

Explanatory Note

Pursuant to the requirements of Section 274 (1) and (2) of the Companies and Allied Matters Act, 2020, as amended ('CAMA 2020'), the Directors of the Company may appoint new directors to fill any casual vacancy arising from death, resignation, retirement, or removal. Where a casual vacancy is filled by the directors, the person may be approved by the general meeting at the next annual general meeting; if not so approved, they shall immediately cease to be a director. Their profiles are contained in the Annual Report and available on the Company's website www.mtn.ng.

In view of the foregoing, we urge you to vote in support of the motion to elect these directors.

Resolutions 3(1) -2(5): Re-Election of Directors

3(1). "That Mr. Andrew Alli, who having retired by rotation, being eligible and having offered himself for reelection is duly re-elected a director of the Company."

3(2). "That Mr. Michael Ajukwu, who having retired by rotation, being eligible and having offered himself for reelection is duly re-elected a director of the Company."

3(3). "That Dr. Omobola Johnson, who having retired by rotation, being eligible and having offered herself for re-election, is duly re-elected a director of the Company."

3(4). "That Mr. Abubakar B Mahmoud, who having retired by rotation, being eligible and having offered himself for re-election, is duly re-elected a director of the Company."

3(5). "That Mr. Ferdinand Moolman, who having retired by rotation, being eligible and having offered himself for re-election, is duly re-elected a director of the Company."

Explanatory Note

Section 285 of CAMA 2020 provides that unless there is a contrary provision in the Articles of Association of a Company, all the directors of the Company shall at the first Annual General Meeting (AGM) retire from office and at subsequent AGMs, one-third of the directors, or if their number is not three or a multiple of three, the number nearest to one-third shall retire. In line with this provision of CAMA 2020, the directors to retire every year are those who have been longest in office since their last election.

In accordance with statutory requirements, five directors will be retiring at this meeting. They are Mr. Andrew Alli; Mr. Michael Ajukwu; Dr. Omobola Johnson; Mr. Abubakar B Mahmoud SAN OON and Mr. Ferdinand Moolman. Being eligible, they have offered themselves for re-election. Their profiles are contained in the Annual Report and available on the Company's website www.mtn.ng.

In view of the foregoing, we urge you to vote in support of the motion to re-elect directors retiring by rotation to the Board.

Resolution 4: Approval of Auditors' Remuneration

"That the remuneration and expenses of the Company's Auditor, Messrs. Ernst and Young (EY) be fixed by the Directors in respect of the period ending at the end of the next Annual General Meeting."

Explanatory Note

Section 408(1) (b) of CAMA 2020 provides that the remuneration of Auditors may be fixed by the Company in General Meeting or in such manner as the Company in

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General Meeting may determine. In line with the referenced provision of CAMA 2020, it is usual practice to ask the General Meeting to authorize the Board to negotiate and fix the remuneration of the External Auditor.

The Board will be guided in this regard by the Audit Committee in line with the provisions of Section 404(7) (e) of CAMA 2020 which provides that the Audit Committee shall make recommendations to the Board regarding the appointment, removal and remuneration of the company's External Auditors.

Messrs. Ernst and Young (EY) are the External Auditors of the Company.

We request that you vote in support of the motion to authorize the Directors to fix the remuneration of EY in respect of the period ending at the end of the next Annual General Meeting.

Resolution 5: Disclosure of the Remuneration of the Managers of the Company

'The Directors hereby disclose that the remuneration for the Managers of the business for the 2024 financial year was N15.72 billion"

Explanatory Note

Section 257 of CAMA 2020 sets out the requirement for the disclosure of the compensation of managers of a company to members of the Company as part of the ordinary business to be transacted at an AGM.

For the year ended 31st December 2024, a total sum of N15.72 billion was paid to the managers of the Company. Shareholders will be requested to note the disclosure on the compensation of the managers of the Company as contained in the Annual Report.

No resolution is required to be taken on this item.

Resolution 6: Election of Statutory Audit Committee

Shareholders are requested to vote to elect three Shareholders to serve on the Statutory Audit Committee for the 2025 financial year. The Board will be represented by two directors.

Explanatory Note

The provisions of Section 404(2) of CAMA 2020 mandate all public companies to establish a Statutory Audit Committee (SAC) to ascertain whether the accounting and reporting policies of the Company are in accordance with legal requirements and agreed ethical practices. The Committee shall have a maximum of five (5) members including three (3) shareholder representatives and two (2) Non-Executive directors.

In accordance with Section 404(6) of CAMA 2020, any shareholder may nominate another shareholder for appointment to the SAC. Such nomination should be in writing and must reach the Company Secretary not less than 21 days before the AGM.

The duties and role of the SAC are enumerated in Section 404 (4) to (7) of CAMA 2020. At the AGM, Members will be required to elect three shareholder representatives to serve on the SAC.

We urge you to vote for three (3) shareholder representatives to serve on the Statutory Audit Committee for the 2025 financial year.

B. SPECIAL BUSINESS

Shareholders will be requested to consider the following special business and pass same as an ordinary resolution of the Company.

Resolution 7: Approval for General Mandate for recurrent transactions with Related Parties (specifically, the procurement of goods and services on normal commercial terms and indemnity for Directors)

"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."

Explanatory Note

The resolution is proposed in accordance with Rule 20.8 of the NGX Rulebook 2015. Rule 20.8 of the NGX Rulebook provides that a company may seek a general mandate from securities holders for recurrent transactions of revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate is subject to annual renewal.

VOTING BY INTERESTED PERSONS

In line with the provisions of Rule 20.8 (c) (8) of the Rules Governing Related Party Transaction of Nigerian Exchange Limited, interested persons have undertaken to abstain and ensure that their proxies, representatives, or associates shall abstain from voting on resolution 7 above.

Kindly vote in favour of the motion to grant a general mandate to the Company.

Share Capital History

MTN Nigeria Communications PLC, (previously called MTN Nigeria Communications Limited) was incorporated as a private limited liability company on 8 November 2000. On 18 April 2019, MTN Nigeria Communications Limited re-registered as a public limited liability company, MTN Nigeria Communications PLC.

MTN Nigeria was incorporated with an authorised share capital of N10,000,000, divided into 10,000,000 Ordinary Shares of N1 each. The Company subsequently increased its share capital as follows:

(i) From N10,000,000 to N350,000,000 by the creation of 340,000,000 ordinary shares of N1.00 each pursuant to a resolution of the Company dated 9 March 2001 and evidenced by a certificate of registration of increase in share capital dated 9 May 2001 issued by the CAC;

(ii) From N350,000,000 to N500,000,000 by the creation of 150,000,000 ordinary shares of N1.00 each pursuant to a resolution of the Company dated 21 September 2001 and evidenced by a certificate of registration of increase in share capital dated 12 November 2001 issued by the CAC;

(iii) From N500,000,000 to N504,500,000 by the creation of 4,500,000 B ordinary shares of N1.00 each pursuant to a resolution of the Company dated 9 November 2006 and evidenced by a certificate of registration of increase in share capital dated 22 November 2006 issued by the CAC;

(iv) From N504,500,000 to N504,500,000 and US$2,012,951.31 by the creation of 402,590,263 preference shares of US$0.005 each pursuant to a resolution of the Company dated 8 November 2007 and evidenced by a certificate of registration of increase dated 29 November 2007 issued by the CAC;

(v) From N504,500,000 to N557,000,000 by the creation of 52,500,000 ordinary shares of N1.00 each pursuant to a resolution of the Company dated 8 February 2018 and evidenced by a certificate of registration of increase in share capital dated 5 April 2018 issued by the CAC;

(vi) By an ordinary resolution dated 31 January 2019, the nominal value of the Company's shares was sub-divided from N1.00 to 2 Kobo; and

(vii) By a notice of redemption dated 25 April 2019, the Company redeemed all the preference shares in its share capital".

At its meeting held on 24 April 2019, the Board authorised the redemption of all the convertible redeemable cumulative preference shares of the Company (the "Preference Shares"), subject to the Company obtaining all necessary regulatory approvals. Pursuant to the aforementioned resolution of the Board, the Company issued to holders of the Preference Shares a redemption notice to redeem all of the Preference Shares on such date(s) and on such other terms and conditions as the Board deems appropriate; in accordance with the Articles of Association of the Company, the terms of the redemption notice and applicable statutory and legal requirements.

Upon receiving relevant regulatory approvals, MTN Nigeria paid the redemption amount in respect of the relevant Preference Shares on 30 December 2019. As a result, there are currently no Preference Shares in issue. However, the nominal value of the Preference Share capital continues to form part of the Company's authorised share capital.

(viii) In compliance with Section 24 of the Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulation 2021, the shareholders authorised and approved the cancellation of all unissued shares of the Company on 15 December 2022 as follows:

- 7,495,486,950 (Seven billion four hundred and ninety-five million four hundred and eighty-six thousand nine hundred and fifty) unissued ordinary shares of N0.02 each; and
- 402,590,261 (Four hundred and two million five hundred and ninety thousand two hundred and sixty-one) unissued preference shares of US$0.005 each.

(ix) Following the cancellation of the unissued shares of the Company, the issued share capital of the Company as at the end of December 2022 was N407,090,261.00 divided into 20,354,513,050 Ordinary Shares of N0.02 each.

(x) At the Annual General Meeting held on 18 April 2023, the shareholders approved a final dividend of N10.00k per share for the year ended 31 December 2022 and a Scrip Dividend Plan as an alternative form of shareholder return to a cash dividend. The option allowed shareholders who submitted scrip dividend election forms by the deadline of 11 April 2023, to receive new ordinary shares of the company instead of cash dividend.

Upon the conclusion of the election period, shareholders elected to receive a total number of 641,047,053 scrip dividend shares.

At its meeting held on 26 April 2023, the Board authorised the increase of the Company's share capital from N407, 090, 261 to N419, 911, 202. 06 by the creation of additional 641, 047,053 ordinary shares of N0.02 nominal value per share each.

The Corporate Affairs Commission (CAC) approved the Company's application to increase the Company share capital to accommodate the 641,047,053 scrip dividend shares. Those shares were subsequently registered by the Securities and Exchange Commission (SEC).

The scrip dividend resulted in an increase in the share capital of the Company from N407,090,261 to N419,911,202.06 divided into 20,995,560,103 ordinary shares of N0.02 each.

(xi) At the date of this annual report, the issued share capital of MTN Nigeria is made up of N419,911,202.06 divided into 20,995,560,103 ordinary shares of N0.02 each.

The changes in the authorised and issued share capital of the Company since incorporation are reflected in tabular form as follows:

Year	Authorised Share Capital (N)				Issued and Fully Paid Up (N)		Consideration/ Method of Issue
	Increase	Cumulative	Par Value of each share	Number of shares	Increase	Cumulative	Subscribed at incorporation
2000	-	10,000,000	N1.00	10,000,000	-	2,500,000	Allotment
2001	340,000,000	350,000,000	N1.00	350,000,000	298,000,000	300,500,000	Surrender
2001	-	-	N1.00	350,000,000	(500,000)	300,000,000	Allotment
2001	150,000,000	500,000,000	N1.00	500,000,000	37,500,000	337,500,000	Allotment
2002	-	500,000,000	N1.00	500,000,000	25,210,528	362,710,528	Allotment
2002	-	500,000,000	N1.00	500,000,000	3,000,000	365,710,528	Allotment
2003	-	500,000,000	N1.00	500,000,000	1,270,118	366,980,646	Allotment
2003	-	500,000,000	N1.00	500,000,000	34,867,459	401,848,105	Allotment
2005	-	500,000,000	N1.00	500,000,000	603,196	402,451,301	Allotment
2006	-	500,000,000	N1.00	500,000,000	138,960	402,590,261	Allotment
2006	4,500,000 (B Shares)	504,500,000	N1.00	504,500,000	4,500,000 (B Shares)	402,590,261	Allotment
2018	52,500,000	557,000,000	N1.00	557,000,000	-	402,590,261 4,500,000 (B Shares)	Sub-division of Ordinary Shares/ reclassification of 4,500,000 B Shares
2019	-	557,000,000	N0.02	27,850,000,000	-	20,354,513,050	Sub-division of Ordinary Shares/ reclassification of 4,500,000 B Shares
2022	(149,909,739)	407,090,261	N0.02	20,354,513,050	-	20,354,513,050	Cancellation of the unissued ordinary shares
2023	12,820,941.06	419,911,202.06	N0.02	20,995,560,103	641,047,053	20,995,560,103	Scrip dividend

The historical changes in the Preference Shares of the Company since incorporation are as follows:

Year	Authorised Share Capital (N)				Issued and Fully Paid Up (N)	
	Increase	Cumulative	Par Value of each share	Number of shares	Increase	Cumulative
2000 - 2006	-	-	-	-	-	-
2007	US$2,012,951.31	US$2,012,951.31	US$0.005	402,590,263	US$2,012,951.31	US$2,012,951.31
2019	-	US$2,012,951.31	US$0.005	402,590,261	-	US$2,012,951.31
2019[1]	-	US$2,012,951.31	US$0.005	402,590,261	-	-
December 2019	-	US$2,012,951.31	US$0.005	-	-	Redemption of preference shares in issue
December 2022	(US$2,012,951.31)	-	-	-	-	Cancellation of unissued preference shares

[1]Prior to payment of Redemption Proceeds by the Company.

CORONATION

REQUEST FOR CHANGE OF ADDRESS

Dear Customer, Kindly complete this form. This is to enable us to validate your record and process your request to serve you better.

INSTRUCTION
*This field is COMPULSORY, failure to comply with this instruction means your form will not be processed.

The Registrar,
Coronation Registrars Limited RC 126257
9 Amodu Ojikutu Street, Off Saka Tinubu,
Victoria Island, P.M.B 12753 Lagos, Nigeria.

Website: www.coronationregistrars.com
E-mail: info@coronationregistrars.com

For enquiries, please call 0201-2272570 or send e-mail to customercare@coronationregistrars.com

* You are required to attach your most recent utility bill to this form

Coronation Registrars Limited hereby disclaims liability or responsibility for errors/omissions/misstatements in any document transmitted electronically.

AFFIX CURRENT PASSPORT PHOTOGRAPH
(to be stamped by bankers)

Please write your name at the back of your passport photograph

Re-Shareholding in

Kindly effect a change of my contact address in the above named company as stated below:

From: Old Address — RESIDENCE / TOWN / CITY / STATE / COUNTRY — P.O. Box

(Please indicate P.O Box of PMB Number if applicable)

To: New Address — RESIDENCE / TOWN / CITY / STATE / COUNTRY — P.O. Box

Request made by: SURNAME / MIDDLE NAME / FIRST NAME

SHAREHOLDER'S SIGNATURE

Name — SURNAME / MIDDLE NAME / FIRST NAME

Date D D M M 2 0 Y Y

Signature*

Kindly return the duly completed form to the Registrar, Coronation Registrars Limited at the address state above.

DATA PRIVACY STATEMENT

Coronation Registrars Limited of Plot 009, Amodu Ojikutu Street, off Saka Tinubu, Victoria Island Lagos State, Nigeria is the data controller under the Nigeria Data Protection Regulation.

Coronation Registrars Limited ("CRL", or "Coronation", "Us", "Our") will use the information you provide on this form and which we obtain from other sources (i.e. Central Securities Clearing System) in accordance with our Privacy Notice; https://coronationregistrars.com/privacy/

We will use information that we hold about you for the purposes of creating and maintaining shareholding registers, process and keep you informed on the status of your shareholding, communicating and administering our services and events (such as sending promotional materials, newsletters and other marketing communications), providing customer support, managing our relationship with you, verifying your identity and protecting against and preventing fraud and other unlawful activity, claims and other liabilities. For a full list of purposes and lawful basis, please see our Privacy Notice.

We may share the information about you and your dealings with us, to the extent permitted by law, for purposes of national security, and for the purpose of improving and providing our services to you. We may also disclose information about you with other member entities within the Coronation Group if we determine that such disclosure is reasonably necessary to enforce our terms and conditions or protect our operations or users. Additionally, in the event of a reorganisation, merger, or sale we may transfer any, and all personal information we collect to the relevant third party. Some of these third parties may be located outside Nigeria, in which case we will take all reasonable steps to ensure that your personal information is treated securely and in accordance with our Privacy Notice and applicable data protection laws.

Kindly address all questions, comments and requests regarding data privacy to: Data Protection Officer: dpo@coronationregistrars.com or Tel: *0201-2272570*

DECLARATION

☐ I /We certify that all information provided in this form with all accompanying form is true and authentic.

CONSENT

I/We hereby consent that my/our data may be processed by Coronation Registrars Limited and other authorised member entities within the Coronation Group for the purpose of maintaining shareholders registers and other purposes directly related to this.

SIGNATURE & DATE

E-DIVIDEND MANDATE ACTIVATION FORM

INSTRUCTION
Please complete all sections of this form to make it eligible for processing and return to the address below or the completed form can also be submitted through any Access Bank Plc nearest to you.
This service costs ***N150.00*** per approved mandate per company.

The Registrar,
Coronation Registrars Limited RC 126257
9 Amodu Ojikutu Street, Off Saka Tinubu,
Victoria Island, P.M.B 12753 Lagos, Nigeria

Website: www.coronationregistrars.com
Email: info@coronationregistrars.com

For enquiries, please call 0201-2272570 or send e-mail to customercare@coronationregistrars.com

ONLY CLEARING BANKS ARE ACCEPTABLE

Coronaon Registrars Limited hereby disclaims liability or responsibility for errors/omissions/misstatements in any document transmied electronically.

AFFIX CURRENT PASSPORT PHOTOGRAPH
(to be stamped by bankers)

Please write your name at the back of your passport photograph

SHAREHOLDER ACCOUNT INFORMATION

I\We hereby request that henceforth, all my\our Dividend Payment(s) due to me\us from my\our holdings in all the companies at the right hand column be credited directly to my\our bank detailed below:

Bank Verification No.

Bank Name

Bank Account No.

Account Opening Date D D M M Y Y Y Y

SHAREHOLDER ACCOUNT INFORMATION

Surname/ Company Name

First Name

Other Name(s)

Address

City | State | Country

Previous Address (if any)

CHN (if any)

Mobile Telephone 1 | Mobile Telephone 2

E-mail

Signature(s)

Joint/ Company Signatories

Company Seal (if applicable)

Kindly tick & quote your shareholder account no in the box below

√	NAME OF COMPANY	SHAREHOLDER No.
	Access Bank PLC	
	Access Holding Plc	
	Access Bank Subordinated Bond	
	Afrinvest WA Ltd	
	AIICO Insurance PLC	
	AIICO Money Market Fund	
	Airtel Africa PLC	
	Air Liquide Nigeria PLC	
	Aradel Holdings PLC	
	Aradel Holdings Plc Series 1 Bond	
	Afrinvest Nigeria International Debt Fund	
	Artery Infrastructure Spv Limited	
	Caverton Offshore Support Group	
	ChapelHill Denham - NDIF	
	ChapelHill Denham Management Limited Nreit	
	Coronation Asset Management Limited	
	Coronation Insurance PLC	
	Coronation Mb Funding Spv Plc Bond	
	Dangote Cement PLC	
	Dangote Cement Plc Series 1 Bond	
	Dangote Cement Plc Series 1 Tranche A Bond	
	Dangote Cement Plc Series 1 Tranche B Bond	
	Dangote Cement Plc Series 1 Tranche C Bond	
	Dangote Cement Plc Series 2 Tranche A Bond	
	Dangote Cement Plc Series 2 Tranche B Bond	
	Dangote Cement Plc Series 2 Tranche C Bond	
	First Ally Money Market Fund	
	FirstTrust Mortgage Bank PLC	
	FSDH Asset Management Limited	
	Garden City Receivables Management	

Kindly tick & quote your shareholder account no in the box below

√	NAME OF COMPANY	SHAREHOLDER No.
	Lead Asset Management Limited	
	Lead Balanced Fund	
	Lead Fixed Income Fund	
	McNichols Consolidated PLC	
	MTN Nigeria Communications PLC	
	MTNN Series 1 Bond	
	MTNN Series 2 Bond	
	MTNN Series 1 Tranche A Bond	
	MTNN Series 1 Tranche B Bond	
	NASD PLC	
	NIPCO PLC	
	Pat Digital Infra Fund Spv Plc	
	River Jamieson Spv Limited	
	Ronchess Global Resources Plc	
	SFS Capital Nigeria Limited	
	Stanbic Ibtc Infrastructure Fund	
	Stanbic Ibtc Asset Management Limited	
	STACO Insurance PLC	

DATA PRIVACY STATEMENT

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Coronation Registrars Limited ("CRL", or "Coronation", "Us", "Our") will use the information you provide on this form and which we obtain from other sources (i.e. Central Securities Clearing System) in accordance with our Privacy Notice; https://coronationregistrars.com/privacy/

We will use information that we hold about you for the purposes of creating and maintaining shareholding registers, process and keep you informed on the status of your shareholding, Communicating and administering our services and events (such as sending promotional materials, newsletters and othe r marketing communications), providing customer support, managing our relationship with you, verifying your identity and protecting against and preventing fraud and other unlawful activity, claims and other liabilities. For a full list of purposes and lawful basis, please see our Privacy Notice.

We may share the information about you and your dealings with us, to the extent permitted by law, for purposes of national security, and for the purpose of improving and providing our services to you. We may also disclose information about you with other member entities within the Coronation Group if we determine that such disclosure is reasonably necessary to enforce our terms and conditions or protect our operations or users. Additionally, in the event of reorganisation, merger, or sale we may transfer any, and all personal information we collect to the relevant third party. Some of these third parties may be located outside Nigeria, in which case we will take all reasonable steps to ensure that your personal information is treated securely and in accordance with our Privacy Notice and applicable data protection laws.

Kindly address all questions, comments and requests regarding data privacy to: Data Protection Officer:
dpo@coronationregistrars.com or Tel 020 1227 2570

DECLARATION

☐ I /We certify that all information provided in this form with all accompanying form is true and authentic.

CONSENT

I/We hereby consent that my/our data may be processed by Coronation Registrars Limited and other authorised member entities within the Coronation Group for the purpose of maintaining shareholders registers and other purposes directly related to this.

SIGNATURE & DATE

Coronation Registrars Limited | 02012272570 | customercare@coronationregistrars.com | www.coronation.ng

Proxy form

Shareholder's Account No	
Shareholder's Name	

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 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	2024	**Shareholder's Signature**	

Number of shares					
	No	**Resolution**	**For**	**Against**	**Abstain**
	A	**ORDINARY BUSINESS**			
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not applicable)	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 2.1 Mr. Udemezuo Nwuneli 2.1 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:			
		"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 the resolutions set out above. Unless otherwise instructed, the Proxy will vote or abstain from voting at his/her discretion.

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.

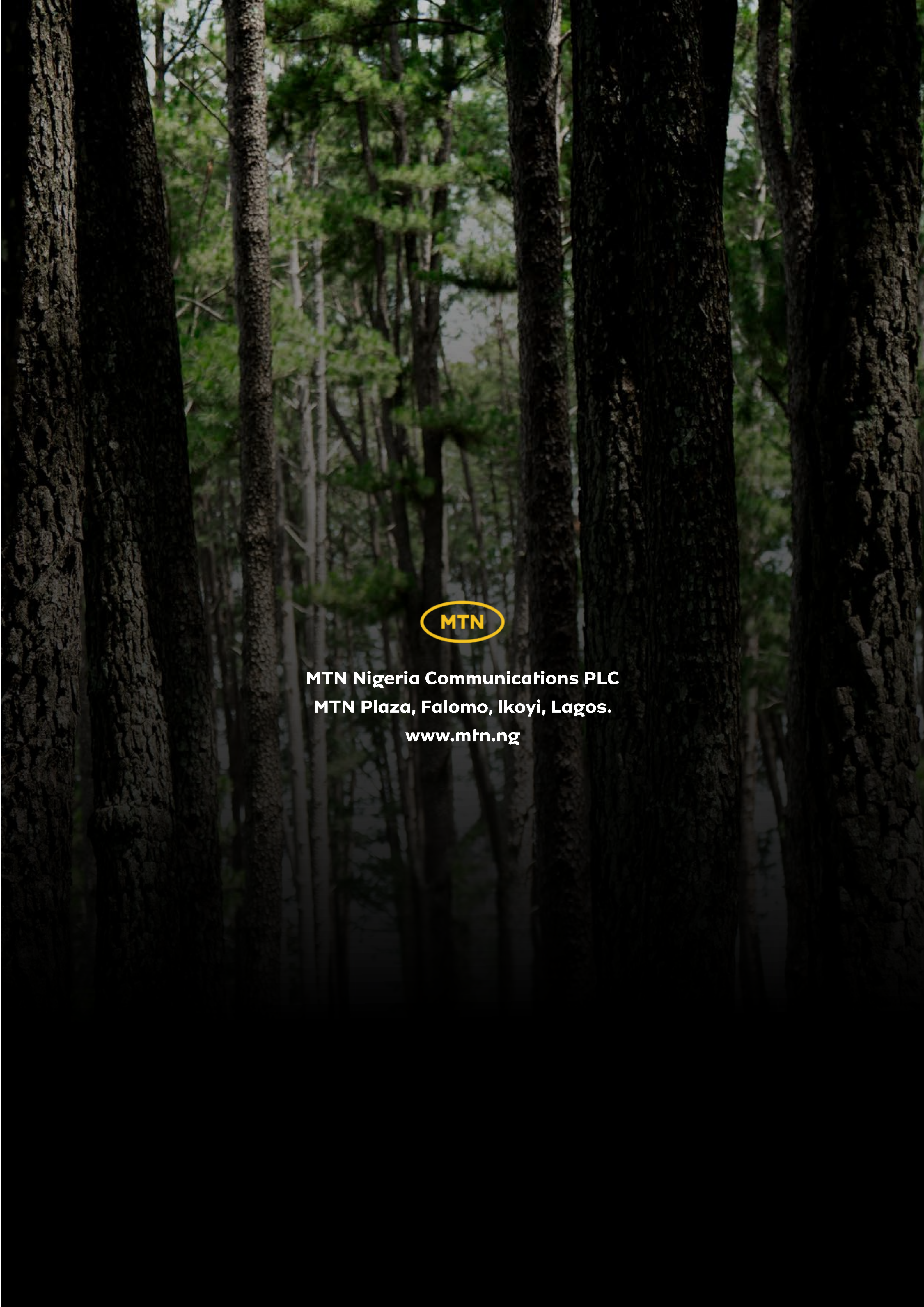
Abbreviations

2G	SECOND GENERATION OF WIRELESS MOBILE TELECOMMUNICATIONS TECHNOLOGY
3G	THIRD GENERATION OF WIRELESS MOBILE TELECOMMUNICATIONS TECHNOLOGY
4G	FOURTH GENERATION OF WIRELESS MOBILE TELECOMMUNICATIONS TECHNOLOGY
5G	FIFTH GENERATION OF WIRELESS MOBILE TELECOMMUNICATIONS TECHNOLOGY
A4AI	ALLIANCE FOR AFFORDABLE INTERNET
AAW	ANYWHERE ANYTIME WORK POLICY
ACCA	ASSOCIATION OF CHARTERED CERTIFIED ACCOUNTANTS
ACIMA	ASSOCIATE OF THE CHARTERED INSTITUTE OF MANAGEMENT ACCOUNTANTS
AFC	AFRICA FINANCE CORPORATION
AFCF	ADJUSTED FREE CASH FLOW
AFCON	AFRICAN CUP OF NATIONS
AFN	ATHLETICS FEDERATION OF NIGERIA
AGF	ATTORNEY GENERAL OF THE FEDERATION
AGM	ANNUAL GENERAL MEETING
AI	ARTIFICIAL INTELLIGENCE
AIG	AFRICA INITIATIVE FOR GOVERNANCE
AML/CFT	ANTI-MONEY LAUNDERING AND COMBATTING THE FINANCING OF TERRORISM
API	APPLICATION PROGRAMMING INTERFACE
ARPU	AVERAGE REVENUE PER USER
ASAP	ANTI-SUBSTANCE ABUSE PROGRAMME
ATAF	AFRICAN TAX ADMINISTRATION FORUM
ATU	AFRICAN TELECOMMUNICATIONS UNION
B.COMPT	BACHELOR OF ACCOUNTING SCIENCE
B.COMM	BACHELOR OF COMMERCE
B.SC.	BACHELOR OF SCIENCE
BE-QED	BOLD, EMPOWERED, QUESTION & ELIMINATE WASTE, EXECUTE, AND DELEGATE DOWNWARDS
BTS	BASE TRANSCEIVER STATION
CAC	CORPORATE AFFAIRS COMMISSION
CAMA (2020)	COMPANIES AND ALLIED MATTERS ACT (2020)
CAPEX	CAPITAL EXPENDITURE
CAPM	CAPITAL ASSET PRICING MODEL
CBBO	CHIEF BROADBAND OFFICER
CBN	CENTRAL BANK OF NIGERIA
CBU	CONSUMER BUSINESS UNIT
CCREO	CHIEF CUSTOMER RELATIONS & EXPERIENCE OFFICER
CCSSO	CHIEF CORPORATE SERVICES & SUSTAINABILITY OFFICER
CDO	CHIEF DIGITAL OFFICER
CEBO	CHIEF ENTERPRISE BUSINESS OFFICER
CEM	CUSTOMER EXPERIENCE MANAGEMENT
CEO	CHIEF EXECUTIVE OFFICER
CFO	CHIEF FINANCIAL OFFICER
CGMA	CHARTERED GLOBAL MANAGEMENT ACCOUNTANT
CGO	CASH GENERATED FROM OPERATIONS
CGUS	CASH-GENERATING UNITS
CHRO	CHIEF HUMAN RESOURCES OFFICER
CIN	COMPLIANCE INSTITUTE OF NIGERIA
CIO	CHIEF INFORMATION OFFICER

CITN	CHARTERED INSTITUTE OF TAXATION OF NIGERIA
CLF	CLOSED LOOP FEEDBACK
CMD	CAPITAL MARKETS DAY
CMO	CHIEF MARKETING OFFICER
CMS	COMPLIANCE MANAGEMENT SYSTEM
CMT	CRISIS MANAGEMENT TEAM
COLA	COST OF LIVING ADJUSTMENT
COMMS	COMMUNICATIONS
COO	CHIEF OPERATING OFFICER
COSO	COMMITTEE OF SPONSORING ORGANIZATIONS OF THE TREADWAY COMMISSION
COVID-19	CORONAVIRUS DISEASE 2019
CPI	CONSUMER PRICE INDEX
CRCO	CHIEF RISK AND COMPLIANCE OFFICER
CSCS	CENTRAL SECURITIES CLEARING SYSTEM
CSDO	CHIEF SALES AND DISTRIBUTION OFFICER
CSI	CORPORATE SOCIAL INVESTMENT
CSIA	CORPORATE SECRETARIES INTERNATIONAL ASSOCIATION
CTO	CHIEF TECHNICAL OFFICER
CVM	CUSTOMER VALUE MANAGEMENT
D&I	DIVERSITY AND INCLUSION
DEI	DIVERSITY, EQUITY AND INCLUSION
D.SC.	DOCTOR OF SCIENCE
D.TECH	DOCTOR OF TECHNOLOGY
DBA	DOCTOR OF BUSINESS ADMINISTRATION
DML	DIGITAL MOBILE LICENCE
DNA	DEOXYRIBONUCLEIC ACID
DPRS	DISASTER RECOVERY PLANS
DPS	DIVIDEND PER SHARE
EAL	ENERGY ARBITRATORS LIST
EAP	EMPLOYEE ASSISTANCE PROGRAMME
EBITDA	EARNINGS BEFORE INTEREST, TAX, DEPRECIATION, AND AMORTISATION
EBU	ENTERPRISE BUSINESS UNIT
ECB	EUROPEAN CENTRAL BANK
ECLS	EXPECTED CREDIT LOSSES
EDC	ENTERPRISE DEVELOPMENT CENTRE
ED-TECH	EDUCATION TECHNOLOGY
EHEALTH	ELECTRONIC HEALTH
EGM	EXTRAORDINARY GENERAL MEETING
EIB	EUROPEAN INVESTMENT BANK
EIR	EFFECTIVE INTEREST RATE
ENPS	EMPLOYEE NET PROMOTER SCORE
EPR	EXTENDED PRODUCER RESPONSIBILITY
EPS	EARNINGS PER SHARE
ERM	ENTERPRISE RISK MANAGEMENT
ERP	ENTERPRISE RESOURCE PLANNING
ESG	ENVIRONMENTAL, SOCIAL, AND GOVERNANCE
ESHOP	ELECTRONIC SHOP
ESIM	EMBEDDED SUBSCRIBER IDENTITY MODULE
ESOP	EMPLOYEE SHARE OWNERSHIP PLAN
EVP	EMPLOYEE VALUE PROPOSITION

EXCO/EXCOM	EXECUTIVE COMMITTEE
FAENG	NIGERIAN ACADEMY OF ENGINEERING
FCIARB (UK)	FELLOW CHARTERED INSTITUTE OF ARBITRATORS (UNITED KINGDOM)
FCT	FEDERAL CAPITAL TERRITORY
FGN	FEDERAL GOVERNMENT OF NIGERIA
FIRS	FEDERAL INLAND REVENUE SERVICE
FMDQ	FINANCIAL MARKETS DEALERS QUOTATION
FNIM	NIGERIAN INSTITUTE OF MANAGEMENT
FNSE	NIGERIAN SOCIETY OF ENGINEERS
FRSC	FEDERAL ROAD SAFETY COMMISSION
FVOCI	FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME
FVTPL	FAIR VALUE THROUGH PROFIT OR LOSS
FX	FOREIGN EXCHANGE
GAN	GROUP ALIGNED NOTIONAL
GAP	GLOBAL ADVANCEMENT PROGRAMME
GB	GIGABYTE
GCA	GROUP CULTURE AUDIT
GCON	GRAND COMMANDER OF THE ORDER OF NIGER
GCR	GLOBAL CREDIT RATING COMPANY LIMITED
GDP	GROSS DOMESTIC PRODUCT
GGDP	GLOBAL GRADUATE DEVELOPMENT PROGRAMME
GHG	GREENHOUSE GAS
GHZ	GIGAHERTZ
GJ	GIGAJOULES
GSM	GLOBAL SYSTEM FOR MOBILE COMMUNICATIONS
GSMA	GSM ASSOCIATION
HONS.	HONOURS
I & E	INVESTOR & EXPORTER
IAS	INTERNATIONAL ACCREDITATION SERVICE
IASB	INTERNATIONAL ACCOUNTING STANDARDS BOARD
IAFS	INTERNAL AUDIT AND FORENSIC SERVICES
ICAN	INSTITUTE OF CHARTERED ACCOUNTANTS OF NIGERIA
ICC	INTERNATIONAL CHAMBER OF COMMERCE
ICIP	INTERNAL CONTROL IMPROVEMENT PROGRAM
ICT	INFORMATION AND COMMUNICATION TECHNOLOGIES
IESBA	INTERNATIONAL ETHICS STANDARDS BOARD FOR ACCOUNTANTS
IFC	INTERNATIONAL FINANCE CORPORATION
IFRIC	INTERNATIONAL FINANCIAL REPORTING INTERPRETATIONS COMMITTEE
IFRS	INTERNATIONAL FINANCIAL REPORTING STANDARDS
IFRS IC	IFRS INTERPRETATIONS COMMITTEE
IHS	IHS TOWERS
IIP	INVESTORS IN PEOPLE
IMD	INSTITUTE OF MANAGEMENT DEVELOPMENT, SWITZERLAND
IMF	INTERNATIONAL MONETARY FUND
IMT	INSTITUTE OF MANAGEMENT AND TECHNOLOGY
IN	INTELLIGENT NETWORK
INED	INDEPENDENT NON-EXECUTIVE DIRECTOR
IOD	INSTITUTE OF DIRECTORS
IOT	INTERNET OF THINGS
ISAS	INTERNATIONAL STANDARDS ON AUDITING
ISO	INTERNATIONAL ORGANISATION FOR STANDARDISATION
IT	INFORMATION TECHNOLOGY
ITDL	INFORMATION TECHNOLOGY DEVELOPMENT LEVY
ITU	INTERNATIONAL TELECOMMUNICATIONS UNION
KFW	KFW DEVELOPMENT BANK
KM	KILOMETRE
KRI	KEY RISK INDICATOR
LAN	LOCALLY ALIGNED NOTIONAL
LC	LETTERS OF CREDIT
LCIA	LONDON COURT OF INTERNATIONAL ARBITRATION
LED	LIGHT-EMITTING DIODE
LIBOR	LONDON INTER-BANK OFFERED RATE
LIMCAF	LIFE IN MY CITY ARTS FESTIVAL
LTE	LONG-TERM EVOLUTION
M.SC.	MASTER OF SCIENCE
MB	MEGABYTES
MBA	MASTER OF BUSINESS ADMINISTRATION
MD	MANAGING DIRECTOR
MFR	MEMBER OF THE ORDER OF THE FEDERAL REPUBLIC
MHZ	MEGAHERTZ
MNOS	MOBILE NETWORK OPERATORS
MOC	MAKING OF CHAMPIONS
MOMO	MOBILE MONEY
MPR	MONETARY POLICY RATE
MSCI EM	MSCI EMERGING MARKET
MTNF	MTN NIGERIA FOUNDATION
MTN NIGERIA	MTN NIGERIA
MTN NIGERIA	MTN NIGERIA COMMUNICATIONS PLC
MUSON	MUSICAL SOCIETY OF NIGERIA
MVNO	MOBILE VIRTUAL NETWORK OPERATOR
MWH	MEGAWATT HOURS
NaaS	Network as a Service
NASENI	National Agency for Science and Engineering Infrastructure
NBA	Nigerian Bar Association
NBDN	Nigeria Business Disability Network
NBS	National Bureau of Statistics
NCC	Nigerian Communications Commission
NCDC	Nigerian Centre for Disease Control
NCI	Non-Controlling Interests
NCP	National Council on Privatisation
NDIC	Nigeria Deposit Insurance Corporation
NDLEA	National Drug Law Enforcement Agency
NDPR	Nigerian Data Protection Regulations
NECA	Nigeria Employers' Consultative Association
NEDs	Non-Executive Directors
NESG	Nigerian Economic Summit Group
NESREA	National Environmental Standards and Regulations Enforcement Agency
NESTS	North East Transformation Strategy
NextGen	Next Generation
NGN	Nigerian Naira
NGX	Nigerian Exchange Limited

NIBOR	Nigeria Interbank Offered Rate
NIN	National Identification Number
NLO	Nationwide League One
NOTAP	National Office for Technology Acquisition and Promotion
NPG	Next Generation Payment Gateway
NPS	Net Promoter Score
NRA	Nigerian Risk Awards and Summit
NSE	Nigerian Stock Exchange
NSO	Notional Share Option
NSSF	Nigeria School Sports Federation
NTITA	Nigeria Tech Innovation & Telecoms Award
NWG	Network Group
OCI	Other Comprehensive Income
OFR	Officer of the Order of the Federal Republic
OON	Officer of the Order of the Niger
Opex	Operating Expenses
PAT	Profit after Tax
PBT	Profit Before Tax
PenCom	National Pension Commission
PHCs	Primary Healthcare Centres
PLC	Public Limited Company
PP	Percentage Point
PSB	Payment Service Bank
PSHAN	Private Sector Healthcare Alliance of Nigeria
PSP	Performance Share Plan
PwC	PricewaterhouseCoopers
PwD	Persons with Disabilities
RITC	Road Infrastructure Tax Credit
RLP	Rising Leaders Programme
RMB	Rand Merchant Bank
ROE	Return on Equity
ROIC	Return on Invested Capital
S&P	Standard & Poor's
SAICA	South African Institute of Chartered Accountants
SAN	Senior Advocate of Nigeria
SBTi	Science Based Targets Initiative
SDGs	Sustainable Development Goals
SD-WAN	Software-Defined Wide Area Network
SEC	Securities and Exchange Commission
SIM	Subscriber Identity Module
SMS	Short Message Service
SSBS	Scholarship Scheme for Blind Students
SSP	Single Service Portal
STEM	Science, Technology, Engineering, and Mathematics
STSS	Science and Technology Scholarship Scheme
TAT	Tax Appeal Tribunal
tCO2e	Tons of carbon dioxide equivalent
TDAG	Telecom Development Advisory Group
Telco	Telecommunications
Techo	Technology Company
TSR	Total Shareholder Return
UASL	Unified Access Service Licence
UCT	University of Cape Town
UN	United Nations
UNGC	United Nations Global Compact
UNODC	United Nations Office on Drugs and Crime
UNWEPs	United Nations Women Empowerment Principles
USSD	Unstructured Supplementary Service Data
UTME	Unified Tertiary Matriculation Examination
VAT	Value Added Tax
VAS	Value Added Services
WACC	Weighted Average Cost of Capital
WACS	West Africa Cable System
WAPCO	West African Portland Cement
WAY	Women at ***Y'ello***
WBU	Wholesale Business Unit
WCWDT	What Can We Do Together
WECA	West and Central Africa
WIT	Women in Tech
WTW	Willis Towers Watson
YDFS	Yello Digital Financial Services Limited
YoY	Year on Year
ZAR	South African Rand



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