



Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting ("EGM") of MTN Nigeria Communications PLC ("the Company") will be held on Thursday 15th December 2022 at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos at 11.00 a.m. to transact the following business:

A. SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as special resolutions of the Company:

1. That in compliance with Section 124 of the Companies and Allied Matters Act (CAMA) 2020 and Regulation 13 of the Companies Regulation 2021, shareholders hereby authorise and approve the cancellation of all unissued shares of the Company as follows:
 - i. 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
 - ii. 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.
2. That clause 6 of the Memorandum of Association of the Company be amended pursuant to the cancellation of the unissued shares by deleting the current provisions and substituting same with the following new clause 6: "That the Share Capital of the Company is N407,090,261 divided into 20,354,513,050 ordinary shares of N0.02 each"
3. That clause 6 of the Articles of Association of the Company be amended pursuant to the cancellation of the unissued shares by deleting the current provisions and substituting same with the following new clause: "The Share Capital of the Company is N407,090,261 divided into 20,354,513,050 ordinary shares of N0.02 each"
4. That for the purposes of implementing the cancellation of the Company's unissued shares and alteration of the Company's Memorandum and Articles of Association, the Board is hereby authorised to execute all relevant documents, take all such lawful steps as may be required by statute and/ or regulations and do such other acts or things as may be necessary, supplementary, consequential, or incidental for the purpose of giving effect to the above resolutions including but not limited to engaging professional advisers to make necessary filings and comply with any directive which any regulatory agency or body may deem fit to impose or approve.

Attendance and Voting at the EGM

A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his/her/its stead.

In the interest of public safety and having due regard to the continuing concerns about the menace of the COVID-19 pandemic and reports of other emerging variants of the virus, members or proxies attending the EGM are encouraged to comply with relevant public health protocols to protect the health of others.

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 Adeola Odeku 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. The Company has made arrangements, at its cost, for the stamping of duly completed proxy forms submitted within the stipulated timeline.

Live Streaming of the EGM

The EGM will be streamed live. This will enable shareholders and other stakeholders who will not be attending physically to follow the proceedings. The link for the EGM streaming will be made available on the Company's website at www.mtnonline.com.

Right of Shareholders to ask Questions

Shareholders have a right to ask questions at the EGM and 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) not later than 5 (five) days to the date of the EGM.

Dated this 15th day of November 2022.

BY ORDER OF THE BOARD

Uto Ukpanah
Company Secretary
(FRC/2014/NBA/00000005748)