



# Proxy Form

Shareholder's Account No   
 Shareholder's Name

MTN Nigeria Communications PLC RC: 395010

An Extraordinary General Meeting (EGM) of MTN Nigeria Communications PLC will be held at 11.00 a.m. on Thursday 15<sup>th</sup> December 2022 at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos.

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 EGM to be held on 15<sup>th</sup>December, 2022 and at any adjournment thereof.

Dated the  dd  mm 2022 Shareholder's signature

Number of shares	No	RESOLUTION	FOR	AGAINST	ABSTAIN
I/We desire this proxy to be used in favour of/or against the resolution as indicated alongside (strike out whichever is not applicable)	<b>A</b>	<b>SPECIAL BUSINESS</b> 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.			



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- i. A member (shareholder) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy in his/her/its 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](mailto:eforms@coronationregistrars.com). Alternatively, executed proxy forms may be deposited with the Registrars, Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Adeola Odeku Street, Victoria Island, Lagos; 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).



Before posting this form, please tear off this part and retain it for admission to the meeting.

NAME AND ADDRESS:

NUMBER OF SHARES HELD:

NUMBER OF SHAREHOLDER(S):

Please admit..... to the Extraordinary General Meeting (EGM) of MTN Nigeria Communications PLC to be held on 15<sup>th</sup> December 2022, at the Rooftop Event Hall, MTN Plaza, Falomo, Ikoyi, Lagos, at 11.00 a.m.

Signature of person attending: .....

- Please be advised that to grant a Proxy entry to the meeting, the Proxy Form is to be duly completed and delivered to the Registrar; Coronation Registrars Limited, 9, Amodu Ojikutu Street, Off Adeola Odeku Street, Victoria Island, Lagos not later than 48 hours before the time fixed for the meeting.
- This admission card should be produced by the shareholder or his/her/its proxy in order to obtain entrance to the EGM.
- You are requested to sign this card at the entrance in the presence of the Company Secretary or her Nominee on the day of the EGM.

