



Lagos | Nigeria: 4 May 2026

MTN NIGERIA COMMUNICATIONS PLC – ANNUAL GENERAL MEETING RESOLUTIONS

At the Annual General Meeting of MTN Nigeria Communications PLC (the Company or MTN Nigeria) held virtually on Thursday, 30 April 2026, Members of the Company resolved that:

1. The Audited Financial Statements for the year ended 31 December 2025 together with the Reports of the Directors, Auditors, Independent Consultants on Board Performance Evaluation and Audit Committee as laid before Members at the Annual General meeting be and are hereby received.
2. A final dividend totalling N314.93bn (Three Hundred and Fourteen Billion, Nine Hundred and Thirty Million Naira), which translates to N15 per every 2 Kobo ordinary share, be declared for the year ended 31st December 2025. Such dividend will be paid to shareholders whose names appeared in the Company's Register of Members at the close of business on Wednesday, 8 April, 2026 (bringing the total dividend for the year ended December 31, 2025 to N20), subject to withholding tax, be and is hereby approved. The dividend will be paid to shareholders on 5 May 2026.
3. The following were re-elected as Directors of the Company:
 - a. Dr. Ernest Ndukwe OFR (77)
 - b. Mrs. Ifueko M. Omoigui Okauru MFR
 - c. Mr. Jens Schulte-Bockum
 - d. Ms. Tsholofelo Molefe
 - e. Mr. Muhammad K. Ahmad (72)
4. Having confirmed their willingness to continue in office, the Directors are authorised to fix the remuneration of Ernst & Young (EY), the Auditors, for the year ending 31 December 2026.

MTN Nigeria Communications PLC

Corporate Head Office : MTN Plaza, Falomo, Ikoyi, Lagos.
P.M.B. 80147 Adeola Odeku Post Office, Victoria Island, Lagos, Nigeria
Website: www.mtn.ng
RC 395010

Directors: Dr. E. Ndukwe, OFR (Chairman) Dr. K. Olutokun Toriola (CEO) Mr. M. Kadri (CFO) Mr. M.K. Ahmad, OON Mr. M. Ajukwu Mr. A. Alli Dr. O. Johnson Mrs. E. Kola-Oyenyin Mr. A.B. Mahmoud, SAN OON *Ms. T. Molefe *Mr. R. Mupita Mr. U. Nwuneli Mrs. I. M. Omoigui Okauru, MFR **Mr. T. Pennington ***Mr. J. Schulte-Bockum

****South African **British ***German***



5. The remuneration of Managers of the Company was disclosed to Members.
6. The shareholder representatives duly elected to the Statutory Audit Committee of the Company are:
 - i. Mr. Nornah Awoh
 - ii. Mrs. Josephine Ewitat
 - iii. Mr. Michael Odili.

The Board representatives on the Statutory Audit Committee are:

- i. Mr. Timothy Pennington; and
 - ii. Mrs. Ifueko M. Omoigui Okauru, MFR.
7. The remuneration for Non-Executive Directors for the financial year ending 31 December 2026, be and is hereby fixed at ₦167,977,679 (One hundred and sixty seven million nine hundred and seventy seven thousand six hundred and seventy nine Naira) for the Chairman, and ₦108,368,288 (One hundred and eight million three hundred and sixty eight thousand two hundred and eighty eight Naira) for each of the other Non-Executive Directors respectively. Such remuneration is to be payable quarterly in arrears or at such intervals as approved by the Board and is subject to the application of an annual inflation adjustment for succeeding years.
 8. 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. The Directors be and are hereby authorised to take all steps and do all acts necessary to give effect to this resolution.

MTN Nigeria Communications PLC

Corporate Head Office : MTN Plaza, Falomo, Ikoyi, Lagos.
P.M.B. 80147 Adeola Odeku Post Office, Victoria Island, Lagos, Nigeria
Website: www.mtn.ng
RC 395010

Directors: Dr. E. Ndukwe, OFR (Chairman) Dr. K. Olutokun Toriola (CEO) Mr. M. Kadri (CFO) Mr. M.K. Ahmad, OON Mr. M. Ajukwu Mr. A. Alli
Dr. O. Johnson Mrs. E. Kola-Oyenyin Mr. A.B. Mahmoud, SAN OON *Ms. T. Molefe *Mr. R. Mupita Mr. U. Nwuneli
Mrs. I. M. Omoigui Okauru, MFR **Mr. T. Pennington ***Mr. J. Schulte-Bockum

****South African **British ***German***



9. The following sub-joined resolutions were passed:

- i. The Proposed Structural Separation Transaction is hereby approved and the Company be and is hereby authorised to enter into and implement the Proposed Transaction.
- ii. The Board be and is hereby authorised to take all such steps and undertake all such acts and deeds (including without limitation executing such agreements and documents, amending or varying the terms thereof, appointing professional advisers and other parties, and complying with requirements or directives of any regulatory authority) which may be incidental, ancillary, supplemental, consequential or otherwise necessary to give full effect to the Proposed Transaction.

A handwritten signature in black ink, appearing to read "Uto Ukpanah".

Uto Ukpanah FCIS
Company Secretary

MTN Nigeria Communications PLC

Corporate Head Office : MTN Plaza, Falomo, Ikoyi, Lagos.
P.M.B. 80147 Adeola Odeku Post Office, Victoria Island, Lagos, Nigeria
Website: www.mtn.ng
RC 395010

Directors: Dr. E. Ndukwe, OFR (Chairman) Dr. K. Olutokun Toriola (CEO) Mr. M. Kadri (CFO) Mr. M.K. Ahmad, OON Mr. M. Ajukwu Mr. A. Alli
Dr. O. Johnson Mrs. E. Kola-Oyenyin Mr. A.B. Mahmoud, SAN OON *Ms. T. Molefe *Mr. R. Mupita Mr. U. Nwuneli
Mrs. I. M. Omoigui Okauru, MFR **Mr. T. Pennington ***Mr. J. Schulte-Bockum

***South African **British ***German**



About MTN Nigeria

MTN Nigeria is one of Africa's largest providers of communications services, connecting over 87 million people in communities across the country with each other and the world. Guided by a belief that everybody deserves the benefits of a modern connected life, MTN Nigeria's leadership position in coverage, capacity, and innovation has remained constant since its launch in 2001. MTN Nigeria is part of the MTN Group - a multinational telecommunications group which operates in 16 countries in Africa and the Middle East, serving over 300 million people.

Visit www.mtn.ng for more information.

Contact:

Chima Nwaokoma

Snr. Manager, Investor Relations
MTN Nigeria Communications Plc
Telephone: +234 803 200 0186
Email: Investorrelations.ng@mtn.com

Funso Aina

Snr. Manager, External Relations
MTN Nigeria Communications Plc
Telephone: +234 803 200 4168
Email: mediaenquiries.NG@mtn.com

Follow us:

www.twitter.com/MTNNG

www.linkedin.com/company/mtn-Nigeria

MTN Nigeria Communications PLC

Corporate Head Office : MTN Plaza, Falomo, Ikoyi, Lagos.
P.M.B. 80147 Adeola Odeku Post Office, Victoria Island, Lagos, Nigeria
Website: www.mtn.ng
RC 395010

Directors: Dr. E. Ndukwe, OFR (Chairman) Dr. K. Olutokun Toriola (CEO) Mr. M. Kadri (CFO) Mr. M.K. Ahmad, OON Mr. M. Ajukwu Mr. A. Alli
Dr. O. Johnson Mrs. E. Kola-Oyenyin Mr. A.B. Mahmoud, SAN OON *Ms. T. Molefe *Mr. R. Mupita Mr. U. Nwuneli
Mrs. I. M. Omoigui Okauru, MFR **Mr. T. Pennington ***Mr. J. Schulte-Bockum

***South African **British ***German**