



SCANCOM PLC (MTN GHANA)

RESOLUTIONS ADOPTED AT THE 5TH VIRTUAL ANNUAL GENERAL MEETING HELD AT MTN HOUSE, INDEPENDENCE AVENUE, ACCRA AND STREAMED LIVE ON MAY 30, 2023 AT 11H00AM

A. ORDINARY BUSINESS

1. 2022 Audited Financial Statements

The General Meeting considered and received, without any reservations, the Audited Financial Statements together with the reports of the Directors and Auditors thereon for the year ended 31st December 2022.

2 Ordinary Resolutions

2.1 Approval of Dividend Payout

The Shareholders by ordinary resolution hereby approve the final dividend of GHS 0.124 per share amounting to a total of One Billion, Five Hundred and Twenty-Four Million, Eighteen Thousand, Eight Hundred and Twenty Ghana Cedis, Sixty-four Pesewas (GHS1,524,018,820.64) for the Financial year 2022 to be paid to Shareholders whose names were on the register of Shareholders as at May 19, 2023.

2.2 Authorization of the Board of Directors to Fix the Remuneration of the Auditors for the Financial Year 2023

The Shareholders by ordinary resolution hereby authorize the Board of Directors to fix the remuneration of the Auditors for the financial year 2023.

2.3 Approval of Directors' Fees for the Financial Year 2023

The Shareholders by ordinary resolution hereby approve the amount of Six Million one hundred and thirty-nine thousand, two hundred and Eighty-Six Ghana cedis (GHS 6,139,286.00) to be paid to eligible Non-Executive Directors of Scancom PLC subject to overruns.

Scancom PLC (MTN Ghana)

MTN House, Independence Avenue, Accra | P.O. Box TF281, Trade Fair, La, Accra, Ghana.
Tel: +233 (0)24 4300000 Fax: +233 (0)2231974 mtn.com.gh

Directors: Dr. Ishmael Yamson (Chairman) | Selorm Adadevoh (CEO) | Antoinette Kwofie (CFO) | Felix Addo* | Kofi Dadzie* | Nana Ama Botchway* | Rosie Ebe-Arthur* | Ebenezer Twum Asante^ | Fa'ima Daniels^ | Sugentharen Perumal^ | Tsholofelo Molefe^



B. SPECIAL BUSINESS

3 Special Resolutions

3.1 Approval of the Amendment of the Company's Constitution in Accordance with the SEC Corporate Governance Code, 2020 and the GSE Listing Rules

The Shareholders by special resolution hereby approve the amendment of the Constitution to align with the Securities and Exchange Commission's (SEC) Corporate Governance Code for listed Companies, 2020, and the Ghana Stock Exchange Listing rules.

3.2 Approval of the Amendment of the Constitution of the Company to Include the Appointment of a Person by the Board of Directors, as a Director either to Fill a Vacancy on the Board or as an Addition to the Board

The Shareholders by special resolution hereby approve the amendment of the Company's Constitution to include a provision for the Board to appoint a person as a director either to fill a vacancy on the Board, or as an addition to the Board, and any director so appointed shall hold office until the next AGM when he/she shall be eligible for re-election by Shareholders.

3.3 Approval of a Non-Cash Dividend Payment Option (Scrip Dividend)

The Shareholders by special resolution approved the transfer of funds from the reserves to stated capital, and further approved that unissued shares in Scancom PLC be issued to Shareholders who validly opt to receive their pro-rata share of dividends, in the form of shares (Scrip dividend) issued at the market value of the shares on the day of declaration of the dividends.

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