

Scancom Plc (MTN Ghana)

Notice of 2026 Annual General Meeting of Shareholders

Notice is hereby given that the 8th Annual General Meeting of Shareholders of Scancom PLC (“MTN Ghana” or the “Company”) will be held both in-person at the UPSA Auditorium, Accra and virtually by live streaming by accessing <https://mtnghagm.com/> on Tuesday, March 24, 2026 at 11h00 GMT to transact the following business:

Ordinary Business

1. To receive and consider the Audited Financial Statements together with the reports of the Directors and Auditors thereon for the year ended December 31, 2025;
2. To declare a final dividend for the year ended December 31, 2025;
3. To re-elect or appoint the following as Directors of the Company:
 - 3.1 To re-elect Dr. Ishmael Yamson who is retiring by rotation;
 - 3.2 To re-elect Mrs. Antoinette Kwofie who is retiring by rotation;
 - 3.3 To re-elect Mr. Kofi Dadzie who is retiring by rotation;
 - 3.4 To re-elect Mr. Felix Addo who is retiring by rotation; and
4. To approve Directors’ fees for the financial year 2026; and
5. To authorize the Directors to fix the remuneration of the Auditor for the financial year 2026.

Special Business

6. To approve the revised Non-Executive Directors’ Fee Policy.

DATED THE 3RD DAY OF MARCH 2026
BY ORDER OF THE BOARD

SIGNED
PALA ASIEDU OFORI (MRS.)
(COMPANY SECRETARY)



Notes

1. Attendance

This Annual General Meeting (AGM) of Shareholders shall be held on Tuesday, March 24, 2026, at 11h00 GMT. Shareholders may attend in person at the UPSA Auditorium or may attend virtually and participate online by accessing <https://mtnghagm.com/>.

Alternatively, Shareholders who do not have smart phones may participate in the AGM by (i) dialing +233 24 430 0025; (ii) entering the access code 8000; and (iii) entering the conference pin number 056789.

2. Proxy / Proxy Forms

2.1 A Shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote on his/her behalf. Such a proxy need not be a Shareholder of the Company.

2.2 The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the AGM. Where a Shareholder himself/herself attends the meeting, the proxy appointment shall be deemed to be revoked.

2.3 A copy of the Proxy Form may be downloaded from <https://mtnghagm.com/> and may be completed, signed and sent via email only to info@csd.com.gh as soon as possible and in any event not less than 48 hours before the time appointed for the meeting.

3. Accessing and Voting at the AGM

3.1 Access to the meeting will be made available from 9h00 GMT, on Tuesday, March 24, 2026. Kindly note, however, that the AGM shall commence at 11h00 GMT. Access to the AGM is set out in note 1 above.

3.2 A **unique token number** will be sent to Shareholders by email and/or SMS from Friday, March 13, 2026, to grant access to the AGM. Shareholders who do not receive this token may contact info@csd.com.gh or call +233 (0) 54 582 3198, +233 (0) 54 582 2865 or +233 (0) 54 582 2920 before the date of the AGM, to be sent the unique token.

3.3 Shareholders who do not submit proxy forms to info@csd.com.gh prior to the meeting, may vote electronically during the AGM using their **unique token number**.

3.4 Shareholders participating in the AGM by dial-in as set out in note 1 above, may dial **USSD code *899*0#** on all networks to cast their votes.

3.5 Shareholders joining online may vote as well using the USSD code as set out in 3.4 above or on the online portal, by clicking on the **"cast your vote"** button and following the instructions.

3.6 Further assistance on accessing the meeting and voting electronically can be found on <https://mtnghagm.com/>.



4. **2025 Audited Financial Statements**

Pursuant to Section 128(3) of the Companies Act, 2019 (Act 992), the Directors must present to Shareholders at the Annual General Meeting the financial statements, alongside the report of the Directors, and report of the Auditor (Ernst & Young Ghana) of the Company for the year ended December 31, 2025.

Shareholders are required to receive and consider the Audited Financial Statements together with the reports of the Directors and Auditor thereon for the year ended December 31, 2025.

5. **Ordinary Resolutions**

5.1 **Ordinary Resolution 1 - Final dividend payment**

Section 76 of the Companies Act provides for the approval by Shareholders of dividend recommended by the Board of Directors. At the Board Meeting held on February 26, 2026, the Directors resolved and recommended a final dividend of GHS0.40 per share amounting to a total of GHS5,294,470,020 (Five billion, two hundred and ninety-four million, four hundred and seventy thousand and twenty Ghana Cedis) for the financial year 2025. Shareholders are by this resolution requested to approve the final dividend recommended by the Directors.

Resolution 1: The Shareholders by ordinary resolution hereby declare the payment of a final dividend of GHS0.40 per share amounting to a total of GHS5,294,470,020 (Five billion, two hundred and ninety-four million, four hundred and seventy thousand and twenty Ghana Cedis) for the financial year 2025.

5.2 **Ordinary Resolution 2- Re-election / Appointment of Directors**

5.2.1 **Re-election of Directors**

To re-elect Dr. Ishmael Yamson, Mrs. Antoinette Kwofie, Mr. Kofi Dadzie and Mr. Felix Addo who are retiring by rotation.

Pursuant to Sections 325(a) and (d) of the Companies Act, one third of the Directors are required to retire from office at each AGM and each retiring Director is eligible for re-election at the said AGM. Accordingly, Dr. Ishmael Yamson, Mrs. Antoinette Kwofie, Mr. Kofi Dadzie and Mr. Felix Addo who are required to retire by rotation at this AGM and being eligible for re-election have offered themselves for re-election.

Resolution 2.1: The Shareholders by ordinary resolution hereby, re-elect Dr. Ishmael Yamson retiring by rotation as a Non-Executive Director of Scancom PLC.

Resolution 2.2: The Shareholders by ordinary resolution hereby, re-elect Mrs. Antoinette Kwofie retiring by rotation as an Executive Director of Scancom PLC.



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Resolution 2.3: The Shareholders by ordinary resolution hereby re-elect Mr. Kofi Dadzie retiring by rotation as an Independent Non-Executive Director of Scancom PLC.

Resolution 2.4: The Shareholders by ordinary resolution hereby, re-elect Mr. Felix Addo retiring by rotation as an Independent Non-Executive Director of Scancom PLC.

5.3 Ordinary Resolution 3 - Approval of Directors' fees for the financial year 2026

Pursuant to Section 185(1) of Act 992 and Paragraph 15(3) of the SEC Corporate Governance Code, the fees, and any other remuneration payable to directors shall be determined by an ordinary resolution of the Company.

The amount of Thirteen million, Seven Hundred Fifteen Thousand, Two Hundred Sixteen Ghana Cedis (GHS13,715,216) is hereby proposed as Non-Executive Directors' fees subject to overruns in the event of the appointment of additional Non-Executive Directors and additional special board, committee and ad-hoc committee meetings that may be held in the course of the year.

Resolution 3: The Shareholders by ordinary resolution hereby approve the amount of Thirteen million, Seven Hundred Fifteen Thousand, Two Hundred Sixteen Ghana Cedis (GHS13,715,216) to be paid to Non-Executive Directors of Scancom PLC, subject to overruns in the event of the appointment of additional Non-Executive Directors, and additional special board, committee or ad-hoc committee meetings that may be held in the course of the year.

5.4 Ordinary Resolution 4 – Authorization of the Board of Directors to fix the remuneration of the Auditors for the financial year 2026.

Pursuant to Section 140 of Act 992, the remuneration payable to an Auditor of the Company shall be fixed at a meeting of the Company, by ordinary resolution of the Company or in a manner that the Company by ordinary resolution may determine.

Resolution 4: The Shareholders by ordinary resolution resolve that the Board of Directors of Scancom PLC be and are hereby authorized to fix the remuneration of the Auditor for the financial year ending December 31, 2026.

6. Special Resolution- Approval of Revised Non-Executive Directors' Fee Policy

Pursuant to Paragraph 15(1) of the SEC Corporate Governance Code, the Board is required to adopt a remuneration policy for Directors, which shall be subject to the approval of Shareholders. A Shareholders' resolution is therefore being sought to approve the Non-Executive Directors' Fee Policy to ensure compliance with the provisions of the SEC Code. The Directors' Fee Policy can be accessed at <https://mtnghagm.com>.



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Resolution 5: The Shareholders by special resolution resolve that the revised Non- Executive Directors' Fee Policy be and is hereby approved.

For further information, please contact:

Tel: +233 (0) 54 582 3198, +233 (0) 54 582 2865 or +233 (0) 54 582 292



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Proxy Form

SCANCOM PLC 2026 ANNUAL GENERAL MEETING – MARCH 24, 2026

I/We _____ of _____ being a Shareholder(s) of Scancom Plc. hereby appoint _____ of _____ or failing him/her the Chairman of the Meeting as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 11h00 GMT on March 24, 2026, or at any adjournment thereof.

OR

I _____ a director of _____ Company Limited (the "Shareholder Company") for and on behalf of the Shareholder Company, which is a shareholder of Scancom PLC do hereby appoint _____ of _____ or failing him/her the Chairman of the Meeting as the Proxy of the Shareholder Company, to attend, speak and vote on its behalf as he/she may deem fit, at the Annual General Meeting to be held at 11h00 GMT on March 24, 2026.

Please indicate with an X in the spaces below how you wish your votes to be cast.

Ordinary Business	For	Against
1. The Shareholders by ordinary resolution hereby declare the payment of a final dividend of GHS0.40 per share amounting to a total of GHS5,294,470,020 (Five billion, two hundred and ninety-four million, four hundred and seventy thousand and twenty Ghana Cedis) for the financial year 2025 to qualifying Shareholders of the Company.		
2. Re-election / Appointment of Directors		
2.1 The Shareholders by ordinary resolution hereby re-elect Dr. Ishmael Yamson retiring by rotation as a Non-Executive Director of Scancom PLC.		
2.2 The Shareholders by ordinary resolution hereby re-elect Mrs. Antoinette Kwofie retiring by rotation as an Executive Director of Scancom PLC.		
2.3 The Shareholders by ordinary resolution hereby re-elect Mr. Kofi Dadzie retiring by rotation as an Independent Non-Executive Director of Scancom PLC.		
2.4 The Shareholders by ordinary resolution hereby re-elect Mr. Felix Addo retiring by rotation as an Independent Non-Executive Director of Scancom PLC.		



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Please indicate with an X in the spaces below how you wish your votes to be cast.

Ordinary Business	For	Against
3. The Shareholders by ordinary resolution hereby approve the amount of Thirteen million, Seven Hundred Fifteen Thousand, Two Hundred Sixteen Ghana Cedis (GHS13,715,216) to be paid to Non-Executive Directors of Scancom PLC, subject to overruns in the event of the appointment of additional Non-Executive Directors, and additional special board, committee and ad-hoc committee meetings that may be held in the course of the year.		
4. The Shareholders by ordinary resolution resolve that the Board of Directors of Scancom PLC be and are hereby authorized to fix the remuneration of the Auditor for the financial year ending December 31, 2026.		

Special Business	For	Against
5. The Shareholders by special resolution resolve that the revised Non-Executive Directors' Fee Policy be and is hereby approved.		

Dated this _____ day of March 2026

Name: _____

Signature: _____



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