

NOTICE OF THE 2022 VIRTUAL ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2nd Annual General Meeting of Shareholders of MTN Rwandacell Plc will be held on Thursday, 2 June 2022, as a virtual meeting, starting 14:00 (CAT) to transact the following business:

ORDINARY BUSINESS

1. To determine whether quorum is present;
2. The Company Secretary to read the notice convening the meeting;
3. To receive, consider and if thought fit, adopt the Integrated Annual Report including the Chairperson and Chief Executive Officer's Statements, and the signed Audited Financial Statements for the year ended 31 December 2021 together with the Directors' and Auditors' reports thereon;
4. Approve a dividend distribution at Rwf 4.98 per share totaling Rwf 6,727,083,900 (Six Billion Seven Hundred Twenty Seven Million Eighty Three Thousand Nine Hundred Rwandan Francs) only;
5. Election of Directors

1.1 To submit the following Directors for re-election:

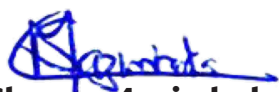
- i) Faustin K Mbundu (*appointed through Shareholder resolution on 19 August 2021*)
- ii) Karabo Nondumo
- iii) Adriaan Wessels
- iv) Michael Fleisher
- v) Patience Mutesi
- vi) Julien Kavaruganda
- vii) Yolanda Cuba
- viii) Mitwa Kaemba Ng'ambi
- ix) Mark Nkurunziza

6. To consider and approve re-appointment of PwC Rwanda Limited as the Company External Auditors and to authorize the board to determine their remuneration; and
7. Any other business of which notice will have been duly received.

DATED THIS 12 May 2022

By order of the Board

MTN Rwandacell Plc



**Sharon Mazimhaka
Company Secretary**

MTN Rwandacell Plc:

MTN Centre, Nyarutarama P.O.Box 264 Kigali, Rwanda

Board members: Faustin K. Mbundu, Karabo Nondumo, Julien Kavaruganda, Patience Mutesi, Michael Fleischer, Riaan Wessels, Yolanda Cuba, Mitwa Ng'ambi, Mark Nkurunziza

NOTES

1. Virtual Attendance, Accessing and Voting

The Annual General Meeting of Shareholders **will be attended virtually, and attendance shall be by online participation.** Details of accessing and voting within the virtual medium to participate in the AGM will be communicated directly to all the shareholders within the notice period.

2. Proxy

A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company. To be valid, a proxy form attached at the end of this notice must be duly completed by the member and lodged with our registrars **BK Capital KN 4 Ave, Street Ground Floor, Bank of Kigali Building P.O Box 175 Kigali, Rwanda or by email to (bkcapital@bk.rw & investorrelations.rw@mtn.com) not later than 10.00 a.m. (CAT) on the 1 June 2022**, failing which it will be invalid. In the case of a corporate body the proxy must be under its common seal.

3. Audited Financial Statements for year ending December 31st, 2021

Pursuant to the Law Governing Companies no4 of 08/02/2021, Article 88, the Directors must disclose to the Shareholders at the Annual General Meeting, the Financial Statements, alongside a Director's Report and Auditor's report of the financial statements for the year ending December 31st, 2021.

The Shareholders are required to receive and consider the audited and signed financial statements, together with the Director's Report and Auditor's report, for the year ending December 31st 2021.

4. Integrated Annual Report 2021

Pursuant to the Law Governing Companies no4 of 08/02/2021, Articles 164 and 165, the Directors must disclose to the Shareholders at the Annual General meeting, the total compensation received by Directors and the other Directorships held by the Directors, respectively. These disclosures are included in the MTN Rwandacell PLC Annual Integrated Report 2021.

The Shareholders are required to receive and consider the Integrated Annual Report 2021.

5. Dividend Payment

The Dividend will be paid out on 30 June 2022, subject to Shareholder approval, to those shareholders recorded in the Share Register as of 9 June, 2022.

MTN RWANDACELL PLC PROXY FORM

I/We _____ CSD A/C No _____
of (address) _____ being member(s) of MTN RWANDACELL PLC,
and holding _____ ordinary shares, hereby appoint:

of (address) _____ or, failing him/her, the duly appointed
Chairman of the meeting to be my/our proxy, to vote on my/our behalf at the Annual General Meeting (“AGM”)
of the Company to be held on Thursday, 2 June 2022 at 2pm (CAT), or at any adjournment thereof.

As witness to my/our hands this _____ day of _____ 2022

Signature(s) _____

NOTES

1. A member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not be a member of the Company.
2. To be valid, this proxy form must be duly completed by the member and lodged with our registrars BK Capital KN 4 Ave, Street Ground Floor, Bank of Kigali Building P.O Box 175 Kigali, Rwanda or by email to BK Capital (bkcapital@bk.rw) or to the Company Secretary at MTN Rwandacell PLC (investorrelations.rw@mtn.com) not later than 10.00 a.m. on the 1 June 2022, failing which it will be invalid.
3. This proxy form must be in writing and in the case of an individual shall be signed by the shareholder or by his/her attorney, and in the case of a corporate body the proxy must be under its common seal or signed by its attorney or by an officer of the corporation.

NB: The details of accessing the virtual medium to participate in the AGM will be communicated directly to all the shareholders within the notice period.