

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING (AGM) of Airtel Uganda Limited ("the Company") for the year ended 31 December 2023, will be held via electronic means on Tuesday, 26 March 2024 at 9:00 am to conduct the following business:

ORDINARY BUSINESS

- To receive, consider and if deemed appropriate to pass an ordinary resolution to adopt the Company's annual financial statements for the year ended 31 December 2023 including the reports of the Directors and External Auditor.
- To receive, consider and if deemed appropriate pass an ordinary resolution to adopt the recommendation of the Directors on the declaration on a final dividend of Ushs 2.15 per share less withholding tax, for the year ended 31 December 2023.
- To consider and if deemed appropriate pass an ordinary resolution to confirm the appointment of additional directors in accordance with the provisions of the Company's Articles of Association and the Capital Markets Regulations.
- To consider and if deemed appropriate pass an ordinary resolution to confirm the re-appointment of the existing directors in accordance with the provisions of the Company's Articles of Association and the Capital Markets Regulations.
- To consider and if deemed appropriate, pass an ordinary resolution to approve the re-appointment of Deloitte & Touche as External Auditor of the Company for Financial Year ending 31 December 2024 and authorise the Board of Directors to set their remuneration.
- To conduct any other business for which due notice will have been duly received.

By Order of the Board



Dennis A. Kakonge

Company Secretary

Date: 26 February 2024

DISTRIBUTION

Bharti Airtel Uganda Holdings B.V - Shareholder
Bharti Airtel Africa B.V - Shareholder
National Social Security Fund - Shareholder
Other Retail Shareholders
Uganda Securities Exchange

cc: Mr. Hannington Karuhanga - Board Chairman
cc: Mr. Alok Bafna - Board Member
cc: Mr. Manoj Murali - Board Member/Managing Director
cc: Mr. Rama Krishna Lella - Board Member
cc: Mr. Apoorva Mehrotra - Board Member
cc: Mr. Nishant Mohan - Finance Director, Airtel Uganda

Notes:

AGM Registration

- The AGM shall be held electronically.
- Registration shall be done electronically and shall commence on 11 March 2024, at 8:00 am and will close on 25 March 2024, at 4:00 pm.
- Shareholders are advised to use any of the options below to register for the AGM:
 - Online at <https://digital.candrgroup.co.ke> or via a link to the AGM Platform that will be sent to them via SMS and/or email or by dialling USSD Code *284*140#.
 - The registration link will be circulated to shareholders who have provided valid email addresses we possess.
- A shareholder wishing to register for the AGM must have a valid national identification number or, in the case of a non-Ugandan, a passport or SCD account number to facilitate verification.
- Duly registered shareholders and proxies will be able to follow the AGM proceedings, participate and ask questions using the live stream platform.
- Duly registered shareholders and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours before the AGM with a reminder of the AGM and a link to the live stream. A second SMS/USSD prompt shall be sent one hour before the AGM.
By registering to attend the AGM, shareholders consent to receive all messages about the AGM.
- Shareholders may obtain registration on support by dialling the helpline number: 0800334334 between 8.00 am and 4.00 pm from Monday to Friday or sending an email to airtel@candrgroup.co.ug

Proxies

- Shareholders unable to attend the AGM are encouraged to fill in and return a proxy form which can be found in the Annual Report or downloaded from the Company website <https://www.airtel.co.ug>
- Duly completed proxy forms should be delivered to the Company Secretary at the Company's physical address or emailed to airtel@candrgroup.co.ug at least 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.

Voting

- Shareholders may vote prior or during the AGM by
 - Accessing the virtual AGM via a link to the AGM Platform or via <https://digital.candrgroup.co.ke> Platform; Select Attend Event; Select "Airtel Uganda AGM" in the profile account; select Voting Matters option tab on the live stream display section and vote on each resolutions using the drop down menu
 - Accessing Virtual AGM via USSD platform *284*140#; Use the menu prompts menu option for "Voting" and follow the various prompts regarding the voting process

- Voting shall be done electronically using the 'Vote' tab on the live stream link and via USSD. All registered shareholders and proxies may vote (when prompted to) using the live stream link or the USSD prompts.
- A poll shall be conducted for all the resolutions indicated in the AGM notice. Results of the resolutions voted on will be announced at the end of the meeting and published on the Company's website at <https://www.airtel.co.ug/> and on the Uganda Securities Exchange website at www.use.or.ug.

Shareholder Questions

- Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by
 - Online at <https://digital.candrgroup.co.ke> or via a link to the AGM platform; Select Attend Event; Select "Airtel Uganda AGM" Select "Q&A" option tab and submit questions in text box provided online or
 - By dialling the USSD code *284*140# and selecting the option (ask Question) on the prompts or
 - sending their written questions by 21 March 2024 at 11:00 am through the following means:
 - by email to airtel@candrgroup.co.ug
 - to the extent possible, by physical delivery or registered post, with a return physical address or email address.
- Shareholders must provide their full details (full names, ID/Passport Number/SCD Account Number) when submitting their questions.
- Although some questions shall be addressed during the AGM, all responses to the questions raised shall be responded to and published on the Company's website following the conclusion of the AGM.

AGM Information

- The Notice of the AGM, annual report, audited financial statements, proxy form and notes to Agenda will be uploaded onto the Company website at <https://www.airtel.co.ug/>. The reports may also be accessed via the live stream link or the USSD codes *284*140#.

Dividends

- Dividend, if approved at the AGM, will be paid on or about 15 April 2024 to shareholders whose names appear on the share register at the close of business on 26 March 2024.
- Shareholders are urged to contact the Share Registrar or their preferred stockbroker to update their contact details for ease of communication and receipt of dividends.
- Shareholders who have not received their interim dividends paid in December 2023 are requested to contact the Share Registrar or email airtel@candrgroup.co.ug.

21. Annual General Meeting

The Annual General Meeting is scheduled for 26 March 2024 9:00 am. Please visit the airtel website on www.airtel.co.ug/investor for the proposed agenda.

Contact Details

Company's Registered Office
Airtel Uganda Limited
Plot 16-A, Clement Hill Road, Nakasero,
P.O Box 6771, Kampala – Uganda.

Share Registrar

C&R Group
DTB Centre, 4th Floor Suite 403,
Kampala Road
P.O Box 74895 Kampala, Uganda
Toll-free number 0800334334 or
shareholder@candrgroup.co.ug
Tel: (+256) 757 072 773 / 760 451 945 /
414 237 504

DECLARATION AND PAYMENT OF A PROPOSED FINAL DIVIDEND

The Board of Directors of Airtel Uganda Limited (the "Company") at the meeting held on 26 February 2024 authorized the Company to declare and pay to the shareholders of the Company, a proposed final dividend for the year ending 31 December 2023 of Ushs. 86,000,000,000 (Uganda Shillings Eighty Six Billion only) at the rate of Ushs 2.15 (Uganda Shillings Two point one five only) per share based on the Company's cumulative retained earnings as of 31 December 2023.

The dividend shall be paid to all shareholders of the Company as at 26 March 2024 which shall be the book closure date in accordance with the Listing Rules upon approval of the Shareholders at the Annual General Meeting of the Company scheduled for 26 March 2024.

Upon approval by the shareholders, the payout is expected to be completed by 15 April 2024.

Shareholders are advised to ensure that their respective Dividend Payment Mandates are upto date.

By Order of the Board



Dennis A. Kakonge

Company Secretary

Date: 26 February 2024