

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 31st December, 2024, will be convened and held by electronic means on Tuesday 18th March, 2025 at 9:00 am to conduct the following business:

Ordinary Business

1. To receive and confirm the Minutes of the Annual General Meeting of the Company held on 26th March 2024.
2. To receive, consider and if deemed appropriate, adopt the Company's audited Financial Statements and the Reports of the Directors and External Auditor for the financial year ended 31st December 2024.
3. To receive, consider and if deemed appropriate, adopt the recommendation of the Directors on the declaration of a final dividend of UGX 2.5 per share (less withholding tax) for the year ended 31st December 2024.
4. To consider, and if deemed appropriate, confirm the appointment by the Board of Mr. Soumendra Kumar Sahu as an Executive Director of the Company in accordance with Article 152B (j) of the Company's Articles of Association.
5. To consider, and if deemed appropriate, confirm the appointment of Mr. Godfrey Bakibinga as the Company Secretary in accordance with Article 152B (i) of the Company's Articles of Association.
6. Pursuant to the provisions of Rule 14 (6) of Schedule 3 of the USE Listing Rules and Article 111 of the amended Articles of Association of the Company, to re-elect, by single resolution, Mr. Rama Krishna Lella and Mr. Apoorva Mehrotra, who retire by rotation, but being eligible, have offered themselves for re-election.
7. To re-appoint M/s Deloitte & Touche as the External Auditor of the Company for the Financial Year ending 31st December 2025 and authorise the Board of Directors to determine their remuneration.
8. To conduct any other business that may be conducted at the AGM, for which due notice will have been given and duly received.

By Order of the Board,



Godfrey Bakibinga
Interim Company Secretary
19 February, 2025

NOTES

AGM Registration

1. The AGM shall be conducted virtually.
2. Registration shall be done electronically and shall commence on 5th March 2025, at 8:00 am and will close on 17th March 2025, at 12:00 pm.
3. Shareholders are advised to use any of the options below to register for the AGM:
 - a) 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#.
 - b) The registration link will be circulated to shareholders who have provided valid email addresses we possess.
4. 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.
5. Duly registered shareholders and proxies will be able to follow the AGM proceedings, participate and ask questions using the live stream platform.
6. Duly registered shareholders and/or 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 and/or proxies consent to receive all messages about the AGM.
7. Shareholders and/or proxies may obtain registration on support by dialling the helpline number: 0800 334334 between 8.00am and 4.00pm from Monday to Friday or sending an email to airtel@candrgroup.co.ug or shareholder@candrgroup.co.ug.

AGM Information

8. The electronic pack of the AGM consisting of the Notice of the AGM, Minutes of the AGM held on 26th March 2024, a Proxy Form, Audited Financial Statements and the Annual Report for the year ended 31st December 2024, 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#.

Proxies

9. 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/>.

10. Duly completed proxy forms should be delivered to the Company Secretary at the Company's physical address or emailed to airtel@candrgroup.co.ug or shareholder@candrgroup.co.ug or investor@ug.airtel.com at least 48 hours before the scheduled time for the meeting. In default of this, it shall be treated as invalid.

Voting

11. Shareholders may vote prior or during the AGM by

a) 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.

b) 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.

12. 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.

13. 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

14. Shareholders wishing to raise any questions or clarifications regarding the AGM may do so by
 - a) 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
 - b) By dialling the USSD code *284*140# and selecting the option (ask Question) on the prompts
 - or
 - c) sending their written questions by 14th March 2025 at 11:00 am through the following means:
 - (i) by email to airtel@candrgroup.co.ug or shareholder@candrgroup.co.ug or investor@ug.airtel.com
 - (ii) to the extent possible, by physical delivery or registered post, with a return physical address or email address.

15. Shareholders must provide their full details (full names, ID/Passport Number/SCD Account Number) when submitting their questions.

16. 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.

Book Closure and Dividend

17. The final Dividend, if approved at the AGM, will be paid on or about 28th April 2025, to shareholders whose names appear on the share register at the close of business on 8th April, 2025.

18. In line with the Uganda Securities Exchange Trading Rules 2021, the ex-dividend date shall be 2nd April 2025. Accordingly, an investor who buys Airtel Uganda shares before this date will be entitled to the final dividend. Any investor buying Airtel Uganda shares on this date and afterwards will not be entitled to the final dividend declared for the year ended 31st December 2024.

19. The final dividend will be paid (net of withholding tax) electronically to the nominated bank accounts or mobile money wallets of eligible shareholders.

20. 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.

21. Shareholders who have not received their dividends are requested to contact the Share Registrar or [email airtel@candrgroup.co.ug](mailto:airtel@candrgroup.co.ug) or shareholder@candrgroup.co.ug.

Contact Details

Company's Registered Office

Airtel Uganda Limited
Plot 16-A, Clement Hill Road, Nakasero,
P.O Box 6771,
Kampala – Uganda.
Toll free 0800334334

Share Registrar

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