

## Notice of Annual General Meeting

### IMPORTANT DATES:

Shareholders are advised of the following dates:

	<b>2022</b>
Last day for lodging forms of proxy at 17h00	Tuesday, 15 February
Annual General Meeting at 09h00	Friday, 18 February

Notice is hereby given to all holders of ordinary shares in the Company that the 27<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held at **Safari Court Hotel & Conference Centre** and via electronic participation on Friday, 18 February 2022 at 09h00, to deal with such business as may lawfully be dealt with at the meeting and to consider and, if deemed fit, pass, with or without modification, the ordinary resolutions set out hereunder in the manner required by the Companies Act No. 28 of 2004 read with the NSX Listings Requirements.

### Integrated annual report

The below reports are available on the Company's website at [www.mtc.com.na](http://www.mtc.com.na):

- Integrated annual report for the financial year ended 30 September 2021;
- 2021 Notice of Annual General Meeting (this Notice); and
- The Annual Financial Statements for the financial year ended 30 September 2021.

### 1. Ordinary resolution:

**THAT** the Annual Financial Statements for the year ended 30 September 2021 as approved by the Board of Directors on 6 December 2021, including the report of the external auditors, Audit Committee, and Directors' report be approved. The Annual Financial Statements were made available via the Securities Exchange News Service (NENS), have been distributed electronically, and are available on the Company's website: [www.mtc.com.na](http://www.mtc.com.na)

### 2. Ordinary resolution:

**TO** re-elect the below listed Directors of the Company who retire in terms of the Company's Articles of Association and who, being eligible, offers themselves for re-election. Biological information of the Directors to be re-elected is set out in the Annual Report.

1.1	Elia Elwis Nashilongo	Non-Executive Director
1.2	Stephen Stuart Galloway	Independent Non-Executive Director
1.3	Werner Schukmann	Independent Non-Executive Director

**3. Ordinary resolution:**

**THAT** the annual fees of the Non-Executive Directors, as reflected below be approved for the 2021/2022 financial year:

		Fee as at December 2021	Fee with proposed 5% increase
<b>Board fees:</b>			
Per sitting fee	Chairman	14,372.65	15,091.28
Per sitting fee	Member	8,127.75	8,534.14
Strat session	Chairman	14,372.65	15,091.28
Strat session	Member	8,127.75	8,534.14
Nights away	Chairman	5,341.75	5,608.84
Nights away	Member	4,017.74	4,218.63
<b>Board Subcommittees fees:</b>			
Per sitting fee	Chairman	6,978.48	7,327.40
Per sitting fee	Member	4,762.47	5,000.59

**4. Ordinary resolution:**

**THAT** the Remuneration Policy as set out in the Remuneration Committee Report be approved.

**5. Ordinary resolution:**

**THAT** anyone of the Directors and / or the Company Secretary selected by the Board of Directors be and are authorized to do all such things, sign all such documents, procure the doing of all such things, and the signature of all such documents as may be necessary or incidental to give effect to all these Resolutions proposed and passed at this meeting(s).

**Voting:**

All holders of Mobile Telecommunications Limited shares will be entitled to attend and vote at the Annual General Meeting. Voting will be by way of a poll and every shareholder of the Company present or represented by proxy, pursuant to section 196 of the Companies Act, shall have one vote for every share held by such Shareholder.

**Proof of identification required:**

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in a Shareholders' Meeting. Forms of identification include valid identity documents and passports.

**Proxies:**

Each Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (none of whom need be a Shareholder of the Company) to attend, speak and, on a poll, to vote in his/her stead. The form of proxy for the Annual General Meeting, which sets out the relevant instructions for its completion, accompanies this Notice. To be effective, duly completed forms of proxy must be received at the office of the Transfer Secretaries of the Company by no later than 17:00 on Tuesday, 15 February 2022.

By order of the Board of Mobile Telecommunications Limited

**Ndahambelela Haikali**

Company Secretary

[CoSec@mtc.com.na](mailto:CoSec@mtc.com.na)

14 January 2022

**Registered office**

MTC House

c/o Mosé Tjitendero & Hamutenya Wanahepo Ndadi streets

Olympia, Windhoek

**Transfer Secretaries**

4 Robert Mugabe Avenue, Windhoek

P O Box 2401, Windhoek, Namibia

Mobile Telecommunications  
 Limited ("the Company")  
 (Incorporated in the  
 Republic of Namibia)  
 (Registration Number: 94/458)  
 NSX Share Code:MOCISIN:  
 NA000A3CR803  
 ("the Company")

### Form of Proxy

For completion by the registered ordinary shareholders who hold ordinary shares of the company, for the Annual General Meeting to be held on Friday, 18 February 2022 at 09:00. .

I/We .....  
 .(name in full)

Holder Number. .... Contact Number. ....

being the holder(s) of ..... ordinary shares in the Company do hereby

appoint:

1. .... or failing him/her

2. .... or failing him/her

3. the Chairperson of the Annual General Meeting,

as my/our proxy to act for me/us at the Annual General Meeting (as the case may be) which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed there at and at each adjournment thereof and to vote on such resolution in respect of the shares in the issued capital of the Company registered in my/our name/s in accordance with the following instructions (see note):

Ordinary Resolutions	Insert an X		
	For*	Against*	Abstain*
1. <b>Ordinary Resolution:</b> Adoption of Annual Financial Statements for 30 September 2021.			
2. <b>Ordinary Resolution:</b> Re-election of directors by way of separate resolutions:			
<b>2.1: Elia Elwis Nashilongo</b> (Non-Executive Director)			
<b>2.2: Stephen Stuart Galloway</b> (Independent Non-Executive Director)			
<b>2.3: Werner Shuckmann</b> (Independent Non-Executive Director)			

3. <b>Ordinary Resolution:</b> Control of unissued shares			
4. <b>Ordinary Resolution:</b> Approval of Non-Executive Director remuneration			
5. <b>Ordinary Resolution:</b> Authority to sign documents			

\* *Insert an X in the appropriate spaces above to indicate how you wish your votes to be cast. However, if you wish to cast your votes in respect of less than all of the shares that you own in the Company, insert the number of ordinary shares held in respect of which you desire to vote.*

Signed at ..... this ..... day of .....  
2022

Signature .....

Assisted by (where applicable) .....

Each Shareholder is entitled to appoint one or more proxies (none of whom need be a Shareholder of the Company) to attend, speak and, on a poll, vote in place of that Shareholder at the Annual General Meeting.

**Notes:**

1. A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided, with or without deleting "the Chairperson of the Annual General Meeting", but any such deletion must be initialled by the Shareholder. The person whose name stands first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company, insert the number of ordinary shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit in respect of the Shareholder's votes exercisable thereat. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or by the proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the Shareholder or by the proxy.
3. Forms of proxy must be received at the Company's transfer secretaries, Transfer Secretaries (Proprietary) Limited, 4 Robert Mugabe Avenue (entrance on Berg Street), Windhoek, (PO Box 2401) Windhoek, Namibia by no later than 17:00 on Monday, 14 February 2022. Alternatively, forms of proxy may be sent to the Company's transfer secretaries by way of e-mail to [ts@nsx.com.na](mailto:ts@nsx.com.na), provided that such e-mails are received by the transfer secretaries by no later than 17:00 on Monday, 14 February 2022.
4. The completion and lodging of this form of proxy will not preclude the relevant Shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company's transfer secretaries or waived by the Chairperson of the Annual General Meeting.
6. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries of the Company.
8. The Chairperson of the Annual General Meeting may reject or accept a form of proxy which is completed and/or received, other than in accordance with these notes, if the Chairperson is satisfied as to the manner in which the Shareholder wishes to vote.
9. A proxy may not delegate his/her authority to any other person.
10. Where there are joint holders of ordinary shares:
  - i. any one holder may sign the form of proxy; and
  - ii. the vote of the senior (for that purpose seniority will be determined by the order in which the names of the Shareholder appear in Mobile Telecommunications Limited's register of Shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote/s of the other joint Shareholder/s.