



**MOBILEMONEY FINTECH LTD (THE COMPANY)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** to Shareholders of MobileMoney Fintech LTD (the “Company” or “MMFL”) and the beneficiaries of the MTN Ghana Fintech Trust who are registered members of Scancom PLC as at 5:00pm on May 15, 2026 (**Qualifying Beneficiaries**) that an extraordinary general meeting of the Company will be held virtually on **Friday, June 12, 2026** by live streaming at **11:00am GMT** by accessing <https://momofintechegm.com/> to consider and if deemed fit, transact the following business set out hereunder in the manner required by the constitution of the Company and the Companies Act, 2019 (Act 992) (the ‘Companies Act’):

**PROPOSED BUSINESS**

1. To approve the appointment of the following as Directors of the Company, subject to Bank of Ghana (BOG) approval:
  - 1.1 Mr. Modupe Kadri as a Non-Executive Director.
  - 1.2 Mr. Serigne Dioum as a Non-Executive Director.
  - 1.3 Mr. Adekunle Benjamin Awobodu as a Non-Executive Director.
  - 1.4 Mrs. Antoinette Kwofie as a Non-Executive Director.
  - 1.5 Ms. Susan Yawson as an Executive Director.
  - 1.6 Mrs. Bashirat Odunewu as an Independent Non-Executive Director.
2. To approve dividends in the amount of GHS0.03 per share for the first quarter ending March 31, 2026.
3. To authorize the Directors of the Company to declare and pay dividends for the second and third quarters of the 2026 financial year.
4. To ratify the appointment of Ernst & Young (EY) as External Auditor of the Company.
5. To authorize the Directors of the Company to fix the remuneration of the External Auditor for the 2026 financial year.

DATED THIS 18<sup>th</sup> DAY OF MAY 2026

BY ORDER OF THE BOARD

SIGNED

**DORCAS DWOMMOH-MENSAH (Ms.)**  
**(COMPANY SECRETARY)**

**NOTES:** A Shareholder or Qualifying Beneficiary entitled to attend and vote at the extraordinary general meeting as at 5:00pm on June 5, 2026 (**Meeting Record Date Beneficiary**) is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder or Meeting Record Date Beneficiary. A form of proxy is attached to this notice. For a form of proxy to be valid for the purpose of the meeting, it must be completed and deposited at the office of the Central Securities Depository (CSD) or sent via email to [info@csd.com.gh](mailto:info@csd.com.gh) at least 24 hours before the time appointed for the taking of the poll. All resolutions to be tabled before the extraordinary general meeting will be decided on a poll.



**NOTES**

1. **ATTENDANCE**

This Extraordinary General Meeting (**EGM** or **Meeting**) of the Shareholders and the Meeting Record Date Beneficiaries shall be held on June 12, 2026 at 11:00 am GMT. Shareholders and Meeting Record Date Beneficiaries may attend virtually and participate online by accessing <https://momofintechegm.com/>

Alternatively, the Shareholders and the Meeting Record Date Beneficiaries who do not have smart phones may participate in the EGM by (i) dialling +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 or Meeting Record Date Beneficiary who is unable (or who does not wish) to attend the meeting is allowed by law and the Voting and Trust Structure Implementation Agreement to vote by proxy. A Proxy Form has been prepared to enable such Shareholder or Meeting Record Date Beneficiary to exercise his/her/its vote if he/she/it is unable (or does not wish) to attend personally.

2.2 Shareholders and Meeting Record Date Beneficiaries may appoint a proxy to attend and vote on their behalf. Such a proxy need not be a Shareholder or a Meeting Record Date Beneficiary.

2.3 In the case of joint holders, each joint holder should sign the Proxy Form.

2.4 Provision has been made on the Proxy Form for the Chairman of the meeting to act as proxy, however the Shareholder or Meeting Record Date Beneficiary may insert in the blank space marked (\*) the name of any person, whether a Shareholder or Meeting Record Date Beneficiary, or not, who will attend the meeting and vote on his/her/its behalf instead of the Chairman of the meeting.

2.5 If executed by a corporation, the Proxy Form should bear its common seal or be signed on its behalf by a Director or duly authorised person.

2.6 The appointment of a proxy will not prevent a Shareholder or a Meeting Record Date Beneficiary from subsequently attending and voting at the EGM. Where a Shareholder or a Meeting Record Date Beneficiary attends the EGM, the proxy appointment shall be deemed to be revoked.



- 2.7 A copy of the Proxy Form may be downloaded from <https://momofintechegm.com/> and may be completed, signed and sent via email to [info@csd.com.gh](mailto:info@csd.com.gh), or deposited at the office of the CSD, as soon as possible and in any event not later than 24 hours before the time for voting by poll on the resolutions tabled at the EGM.

### 3. **ACCESSING AND VOTING AT THE EGM**

- 3.1 Access to the meeting will be made available from 10:00 am GMT, on June 12, 2026. Kindly note, however, that the EGM shall commence at 11:00 am GMT. Access to the EGM is set out in note 1 above.
- 3.2 A unique token number will be sent to Shareholders and Meeting Record Date Beneficiaries by email and/or SMS to grant access to the EGM. Shareholders and Meeting Record Date Beneficiaries who do not receive this token may contact [info@csd.com.gh](mailto:info@csd.com.gh) or call +233 (0) 54 582 3198, +233 (0) 54 582 2865 or +233 (0) 54 5822920 before the date of the EGM, to be sent the unique token.
- 3.3 Shareholders and Meeting Record Date Beneficiaries who do not submit proxy forms as set out, and in accordance with the timing stipulated in 2.7 above, may vote electronically during the EGM using their unique token number.
- 3.4 Shareholders and Meeting Record Date Beneficiaries participating in the EGM by dial-in as set out in note 1 above, may dial USSD code \*899\*0# on all networks to cast his/her/its votes.
- 3.5 Shareholders and Meeting Record Date Beneficiaries 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://momofintechegm.com/>.

### **ORDINARY RESOLUTION**

#### 4.1. **Ordinary Resolution 1 – Approval of appointment of Directors.**

**To approve the appointment of Mr. Modupe Kadri, Mr. Serigne Dioum, Mr. Adekunle Benjamin Awobodu, Mrs. Antoinette Kwofie, Ms. Susan Yawson and Mrs. Bashirat Odunewu as Directors of MMFL, subject to BOG approval.**

Pursuant to section 172(3) and 300 of the Companies Act, the Company may by ordinary resolution appoint a Director of the Company. Further, clause 61(2)(c) of the MMFL Constitution,



allows the Board to appoint additional Directors to the Board, subject to approval at the Company's next general meeting.

Accordingly, Mr. Modupe Kadri, Mr. Serigne Dioum, Mr. Adekunle Benjamin Awobodu, Mrs. Antoinette Kwofie, Ms. Susan Yawson and Mrs. Bashirat Odunewu having been appointed as Directors by the Board, are hereby presented for Shareholders' approval. The aforementioned individuals previously served as Directors on the MobileMoney LTD (MML) Board. Following the merger of MML and MMFL on March 31, 2026, the Board, as part of its post-merger implementation process and in accordance with the Merger Agreement between MMFL and MML, appointed the MML Directors to the Board of MMFL, so as to substantially reflect the composition of the former MML Board and to ensure continuity in governance and oversight.

- Resolution 1.1:** The Shareholders by ordinary resolution hereby approve the appointment of Mr. Modupe Kadri as a Non-Executive Director.
- Resolution 1.2:** The Shareholders by ordinary resolution hereby approve the appointment of Mr. Serigne Dioum as a Non-Executive Director.
- Resolution 1.3:** The Shareholders by ordinary resolution hereby approve the appointment of Mr. Adekunle Benjamin Awobodu as a Non-Executive Director.
- Resolution 1.4:** The Shareholders by ordinary resolution hereby approve the appointment of Mrs. Antoinette Kwofie as a Non-Executive Director.
- Resolution 1.5:** The Shareholders by ordinary resolution hereby approve the appointment of Ms. Susan Yawson as an Executive Director.
- Resolution 1.6:** The Shareholders by ordinary resolution hereby approve the appointment of Mrs. Bashirat Odunewu as an Independent Non-Executive Director.

#### 4.2. Ordinary Resolution 2 – Dividend Payouts

Pursuant to section 76 of the Companies Act, the Board of Directors are required to recommend dividends to Shareholders for approval. The Board of MMFL on April 27, 2026 resolved and recommended a first quarter dividend in the amount of GHS0.03 per share for the first quarter ending March 31, 2026. Shareholders are by this resolution, requested to approve the dividend recommended by the Directors.

- Resolution 2:** The Shareholders by ordinary resolution hereby declare the dividend payment of GHS0.03 per share for the first quarter ending March 31, 2026.

#### 4.3. Ordinary Resolution 3 - Authorization of the Board of Directors to declare and pay dividends.



Pursuant to clause 34 of the MMFL Constitution, the Company may by ordinary resolution declare dividends in respect of any year or other period, but no dividend shall exceed the amount recommended by the Board. The Shareholders are by this resolution authorizing the Directors to declare and pay dividends for the second and third quarters of the 2026 financial year.

**Resolution 3:** The Shareholders by ordinary resolution resolve that the Board of Directors of MMFL be and are hereby authorized to declare and pay dividends for the second and third quarters of the 2026 financial year.

**4.4. Ordinary Resolution 4 – Appointment of Ernst & Young (EY) as External Auditor of the Company.**

Pursuant to section 139(4)(a) of the Companies Act, the first Auditor of the Company may be appointed by the Board of Directors. Following the appointment of EY as first External Auditor of the Company by the Board, Shareholders are by this resolution requested to ratify the appointment by the Board.

**Resolution 4:** The Shareholders by ordinary resolution hereby resolve that the appointment of EY as External Auditor of the Company by the Board of Directors be and is hereby ratified.

**4.5. Ordinary Resolution 5 – Authorization of Board of Directors to fix the remuneration of the External Auditor for 2026.**

Pursuant to Section 140 (1) (c) of the Companies Act, the remuneration payable to an Auditor of the Company shall be fixed at a meeting of Shareholders by ordinary resolution of the Company or in a manner that the Company by ordinary resolution may determine.

**Resolution 5:** The Shareholders by ordinary resolution resolve that the Board of Directors of MMFL be and are hereby authorized to fix the remuneration of the External Auditor for the 2026 financial year.



PROXY FORM

<p>MobileMoney Fintech LTD Extraordinary General Meeting</p> <p>To be held virtually on June 12, 2026 by live streaming at 11:00 am GMT by accessing <a href="https://momofintechegm.com/">https://momofintechegm.com/</a></p>	<p>For Company's Use</p>	<p>Number of Shares in the Company or Number of Scancom PLC Shares held by the Meeting Record Date Beneficiary</p>		
<p>I/We..... (insert full name)</p> <p>of ..... (insert full address)</p>	<p><b>RESOLUTIONS</b></p> <p><b>Ordinary Resolution – 1.1</b></p> <p><b>RESOLVED THAT</b> the appointment of Mr. Modupe Kadri as a Non- Executive Director of MMFL by the Board of Directors is hereby approved.</p>	<p>FOR</p>	<p>AGAINST</p>	<p>ABSTAIN</p>
<p>being a member(s) of MOBILEMONEY FINTECH LTD or a Meeting Record Date Beneficiary of The MTN GHANA FINTECH TRUST, hereby appoint</p> <p>..... (insert full name)</p> <p>or failing him, the Chairman of the meeting as my/our proxy to vote (or direct the Trust to vote) for me/us</p>	<p><b>Ordinary Resolution – 1.2</b></p> <p><b>RESOLVED THAT</b> the appointment of Mr. Serigne Dioum as a Non- Executive Director of MMFL by the Board of Directors is hereby approved.</p>	<p>FOR</p>	<p>AGAINST</p>	<p>ABSTAIN</p>



on my/our behalf at the Extraordinary General Meeting of the Company to be held on June 12, 2026 and at any and every adjournment thereof.

Dated this .....day of ..... 2026

.....

Shareholder/ Meeting Record Date  
Beneficiary Signature

<p><b>Ordinary Resolution – 1.3</b></p> <p><b>RESOLVED THAT</b> the appointment of Mr. Adekunle Benjamin Awobodu as a Non-Executive Director of MMFL by the Board of Directors is hereby approved.</p>	FOR	AGAINST	ABSTAIN
<p><b>Ordinary Resolution 1.4</b></p> <p><b>RESOLVED THAT</b> the appointment of Mrs. Antoinette Kwofie as a Non-Executive Director of MMFL by the Board of Directors is hereby approved.</p>	FOR	AGAINST	ABSTAIN
<p><b>Ordinary Resolution 1.5</b></p> <p><b>RESOLVED THAT</b> the appointment of Ms. Susan Yawson as an Executive Director of MMFL by the Board of Directors is hereby approved.</p>	FOR	AGAINST	ABSTAIN
<p><b>Ordinary Resolution – 1.6</b></p> <p><b>RESOLVED THAT</b> the appointment of Mrs. Bashirat Odunewu as an Independent Non-Executive Director of MMFL by the Board of Directors is hereby approved.</p>	FOR	AGAINST	ABSTAIN
<p><b>Ordinary Resolution - 2</b></p> <p><b>RESOLVED THAT</b> the recommended dividend of GHS0.03 per share for the first quarter ending March 31, 2026 be and is hereby declared.</p>	FOR	AGAINST	ABSTAIN
<p><b>Ordinary Resolution - 3</b></p> <p><b>RESOLVED THAT</b> the Directors be and are hereby authorized to declare</p>	FOR	AGAINST	ABSTAIN



and pay dividends for the second and third quarters of the 2026 financial year.			
<b>Ordinary Resolution - 4</b> <b>RESOLVED THAT</b> the appointment of Ernst & Young as External Auditor of MMFL be and is hereby ratified.	FOR	AGAINST	ABSTAIN
<b>Ordinary Resolution - 5</b> <b>RESOLVED THAT</b> the Directors be and are hereby authorized to fix the remuneration of the External Auditor for the 2026 financial year.	FOR	AGAINST	ABSTAIN
Please indicate with an "X" in the appropriate square how you wish your votes to be cast on the resolutions referred to above. Unless otherwise instructed the proxy will vote or abstain from voting at his/her discretion			

**THIS PROXY FORM SHOULD NOT BE COMPLETED AND SENT TO THE CSD OR DEPOSITED AT THE OFFICE OF THE CSD IF THE SHAREHOLDER OR MEETING RECORD DATE BENEFICIARY WILL BE ATTENDING THE MEETING IN PERSON.**

**NOTES:**

A Shareholder or Meeting Record Date Beneficiary who is unable to (or wishes not to) attend the meeting is allowed by law and the Voting and Trust Structure Implementation Agreement to vote by proxy. The above Proxy Form has been prepared to enable you to exercise your vote if you cannot (or wish not to) personally attend.

Provision has been made on the form for the Chairman of the meeting to act as your proxy but, if you wish, you may insert in the blank space marked (\*) the name of any person, whether a Shareholder or a Meeting Record Date Beneficiary, or not, who will attend the meeting and vote on your behalf instead of the Chairman of the meeting.

In the case of joint holders, each joint holder should sign the Proxy Form.

If executed by a corporation, the Proxy Form should bear its common seal or be signed on its behalf by a Director or duly authorized person.

Please complete and sign the above Proxy Form and send it via email to [info@csd.com.gh](mailto:info@csd.com.gh), or deposit it at the office of the CSD, as soon as possible and in any event not later than 24 hours before the time for voting by poll on the resolutions tabled at the EGM.