



MTN NIGERIA COMMUNICATIONS PLC OFFER FOR SALE OF 575,000,000 EXISTING ORDINARY SHARES OF ₦0.02 EACH

Company	<ul style="list-style-type: none"> MTN Nigeria Communications PLC (“MTN Nigeria” or the “Company”) 																																			
Sector	<ul style="list-style-type: none"> Telecommunications 																																			
Listing	<ul style="list-style-type: none"> Nigerian Exchange Limited (“NGX”) 																																			
Selling Shareholder	<ul style="list-style-type: none"> MTN International (Mauritius) Limited (“MTNI”), a wholly owned subsidiary of MTN Group Limited (“MTN Group”) 																																			
Securities Offered	<ul style="list-style-type: none"> 575,000,000 existing Ordinary Shares of ₦0.02 each in MTN Nigeria Communications PLC (“Offer Shares”) 																																			
Mode of Offer	<ul style="list-style-type: none"> Offer for Sale 																																			
Offer Price	<ul style="list-style-type: none"> ₦169.00 per share¹ 																																			
Series Number	<ul style="list-style-type: none"> 1² 																																			
Lead Issuing House	<ul style="list-style-type: none"> Chapel Hill Denham Advisory Limited 																																			
Joint Issuing Houses	<ul style="list-style-type: none"> Rand Merchant Bank Nigeria Limited, Renaissance Securities (Nigeria) Limited, Stanbic IBTC Capital Limited and Vetiva Capital Management Limited 																																			
Background and nature of business	<ul style="list-style-type: none"> MTN Nigeria is the largest mobile network operator in Nigeria and one of the largest operators in Africa. Over the past 20 years, the Company has developed one of Africa’s largest telecommunications infrastructure that powers critical sectors of the Nigerian economy such as banking, insurance, e-commerce, and oil & gas. As of June 2021, the MTN Nigeria had 68 million mobile subscribers, 32.5million active data users and approximately 30,000km of fibre network coverage. MTN Nigeria is the 2nd largest listed company by market capitalisation on the NGX (₦3.87 trillion as at 1 December 2021), and the largest listed company by revenue (c. ₦1.35 trillion revenues as at 31 December 2020). 																																			
Authorised Share Capital	<ul style="list-style-type: none"> ₦557,000,000 divided into 27,850,000,000 Ordinary Shares of ₦0.02 each 																																			
Issued & Fully Paid Up Share Capital	<ul style="list-style-type: none"> ₦407,090,261 divided into 20,354,513,050 Ordinary Shares of ₦0.02 each 																																			
Minimum Application	<ul style="list-style-type: none"> Minimum of 20 ordinary shares and multiples of 20 ordinary shares thereafter 																																			
Payment	<ul style="list-style-type: none"> In full on application 																																			
Offer Opens	<ul style="list-style-type: none"> Wednesday, 1 December 2021 																																			
Offer Closes	<ul style="list-style-type: none"> Tuesday, 14 December 2021 																																			
Underwriting	<ul style="list-style-type: none"> The Offer is not underwritten at the instance of the Selling Shareholder 																																			
Status	<ul style="list-style-type: none"> The issued and fully paid shares of MTN Nigeria, including the Offer Shares are listed on NGX 																																			
Purpose	<ul style="list-style-type: none"> The Offer is being undertaken to enable MTN Group - through its wholly owned subsidiary, MTNI - sell 575,000,000 existing Ordinary Shares representing 2.82% of the entire issued and fully paid up Ordinary Shares of MTN Nigeria. The Offer supports MTN Group’s stated intention of introducing a wider base of Nigerian shareholders into the ownership of MTN Nigeria, while also achieving an increase in the Company’s free float on NGX. The Offer also aims to support the creation of a liquid market in the Ordinary Shares for existing and future shareholders of MTN Nigeria. 																																			
Use of Proceeds	<ul style="list-style-type: none"> The net proceeds of the Offer will be remitted to the Selling Shareholder in consideration for the Ordinary Shares sold under the Offer 																																			
Subscription Process (Hybrid)	<ul style="list-style-type: none"> Green process facilitated through the Primary Offer digital e-offer portal by NGX; or Application Forms submitted through any of the Receiving Agents 																																			
Incentive	<ul style="list-style-type: none"> In order to encourage participation in the Offer, the Selling Shareholder is providing an incentive in the form of 1 bonus Ordinary Share for every 20 Ordinary Shares purchased and allotted, up to a maximum of 250 bonus Ordinary Shares per investor (the “Incentive”). The Incentive is open to investors who hold (and do not trade) the Ordinary Shares purchased during the Institutional Offer and Retail Offer continuously for 12 months, post the date of SEC clearance of the allotment (“Allotment Date”). 																																			
Obtaining a Prospectus	<ul style="list-style-type: none"> Electronic download: Shelf Prospectus, Pricing Supplement and Application Form 																																			
Allotment Formula	<ul style="list-style-type: none"> The Offer Shares will be allotted in accordance with the SEC Rules that prescribe that all subscribers receive the minimum application in full, and thereafter the residual balance shall be pro-rated. 																																			
Over-Subscription	<ul style="list-style-type: none"> In the event of an over-subscription, additional Ordinary Shares, not exceeding 15% of the Offer Shares, may be offered by the Selling Shareholder, subject to the approval of the Securities and Exchange Commission (“SEC”). 																																			
Summary of Financials: Consolidated Audited Financial Summary of MTN Nigeria³	<table border="1"> <thead> <tr> <th>₦ 'Millions (Audited)</th> <th>FY-20</th> <th>FY-19</th> <th>FY-18</th> <th>FY-17</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td>1,346,390</td> <td>1,169,735</td> <td>1,039,118</td> <td>887,180</td> </tr> <tr> <td>Profit Before Tax</td> <td>426,713</td> <td>393,227</td> <td>266,114</td> <td>195,929</td> </tr> <tr> <td>Profit After Tax</td> <td>298,874</td> <td>291,280</td> <td>221,343</td> <td>107,890</td> </tr> <tr> <td>Total Assets</td> <td>205,183</td> <td>203,281</td> <td>145,686</td> <td>78,648</td> </tr> <tr> <td>Total Liabilities</td> <td>1,963,543</td> <td>1,502,283</td> <td>941,739</td> <td>969,609</td> </tr> <tr> <td>Total Equity</td> <td>178,345</td> <td>145,846</td> <td>219,344</td> <td>112,844</td> </tr> </tbody> </table>	₦ 'Millions (Audited)	FY-20	FY-19	FY-18	FY-17	Revenue	1,346,390	1,169,735	1,039,118	887,180	Profit Before Tax	426,713	393,227	266,114	195,929	Profit After Tax	298,874	291,280	221,343	107,890	Total Assets	205,183	203,281	145,686	78,648	Total Liabilities	1,963,543	1,502,283	941,739	969,609	Total Equity	178,345	145,846	219,344	112,844
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¹ The Offer Price has been determined by way of a Bookbuild.

² Under the Equity Shelf Programme of 2,814,830,718 ordinary shares.

³ 2020 and 2019 accounts of the Company reflect the adoption of accounting policies upon the implementation of IFRS 16. Accounts prior to 2019 were prepared on an IAS 17 basis.



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Shareholding Structure	<ul style="list-style-type: none"> ▪ The 20,354,513,050 Ordinary Shares of ₦0.02 each in the issued ordinary share capital of the Company are beneficially held as follows: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #FFD700;"> <th style="text-align: left;">Shareholder</th> <th style="text-align: right;">Ordinary Shares Held</th> <th style="text-align: right;">Shareholding (%)</th> </tr> </thead> <tbody> <tr> <td>MTN International (Mauritius) Limited</td> <td style="text-align: right;">15,485,544,050</td> <td style="text-align: right;">76.08%</td> </tr> <tr> <td>Mobile Telephone Network N.I.C.B.V</td> <td style="text-align: right;">559,720,150</td> <td style="text-align: right;">2.75%</td> </tr> <tr style="border-top: 1px solid black;"> <td>Sub-Total (MTN Group)</td> <td style="text-align: right;">16,045,264,200</td> <td style="text-align: right;">78.83%</td> </tr> <tr> <td>Others</td> <td style="text-align: right;">4,309,248,850</td> <td style="text-align: right;">21.17%</td> </tr> <tr style="background-color: #A9A9A9;"> <td>Total</td> <td style="text-align: right;">20,354,513,050</td> <td style="text-align: right;">100.00%</td> </tr> </tbody> </table>	Shareholder	Ordinary Shares Held	Shareholding (%)	MTN International (Mauritius) Limited	15,485,544,050	76.08%	Mobile Telephone Network N.I.C.B.V	559,720,150	2.75%	Sub-Total (MTN Group)	16,045,264,200	78.83%	Others	4,309,248,850	21.17%	Total	20,354,513,050	100.00%
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Taxation	<ul style="list-style-type: none"> ▪ See “Tax Information” on pages 148 to 149 of the Shelf Prospectus and pages 35 to 36 of the Pricing Supplement. 																		
Declarations	<ul style="list-style-type: none"> ▪ Except as otherwise disclosed in the Shelf Prospectus and the Pricing Supplement: <ol style="list-style-type: none"> a. none of the Directors is under any bankruptcy or insolvency proceedings in any court of law; b. none of the Directors has been convicted in any criminal proceedings; c. none of the Directors is subject of any order, judgement or ruling of any court of competent jurisdiction or regulatory body relating to fraud or dishonesty; d. neither of MTN Nigeria and its subsidiaries, nor the Selling Shareholder have during the twelve calendar months immediately preceding the date of application to the SEC for registration of the Shelf Prospectus and during the effective period of the Shelf Prospectus, breached any terms and conditions in respect of borrowed monies which has resulted in the occurrence of an event of default and an immediate recall of such borrowed monies. ▪ Also see the Letter of Going Concern Status issued by the Directors of MTN Nigeria on page 16 and declarations by MTN Nigeria on page 32. 																		
Settlement	<ul style="list-style-type: none"> ▪ The CSCS accounts of successful applicants will be credited not later than fifteen (15) Working days from the Allotment Date. Investors are advised to ensure that the details of their CHN and CSCS account numbers are provided in the relevant spaces on PrimaryOffer or the Application Form. ▪ Applicants who subscribe through PrimaryOffer and who do not have CHN and CSCS accounts will be provided with the option of having a CHN and CSCS account opened for them on the basis of the information provided on PrimaryOffer. ▪ In accordance with the SEC Directive on Dematerialization of Share Certificates, and in the event that a CHN and CSCS account cannot be created prior to or at the point of submitting an Application Form, (and subscribers do not provide valid CHN and CSCS account numbers), such subscribers will have their shares credited at the CSCS using a Registrar’s Identification Number (RIN). ▪ A RIN is a number allocated to shareholders who do not have valid CHN and CSCS account numbers in order to warehouse their units of shareholding in public companies listed on NGX under the Registrar’s custody at the CSCS. The allotted shares will be transferred to the stockbroking account of the shareholder once valid CHN and CSCS account numbers are provided. 																		
Additional Information	<ul style="list-style-type: none"> ▪ For more information, please visit any of the Issuing Houses, your stockbroker or banker. You can also visit www.mtnonline.com/PO 																		