



Kyivstar Group Ltd.

Principal Office address: Unit 517, Level 5, Index Tower

Dubai International Financial Centre (DIFC)

United Arab Emirates

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Tuesday 12 May 2026, at 12:00 pm Gulf Standard Time

Registered office address: Victoria Place, 31 Victoria Street, Hamilton, HM10, Bermuda

The meeting will be virtual only and will be held via electronic conferencing facilities.



Dear Shareholder,

It is a pleasure to invite you to the 2026 Annual General Meeting of Shareholders (the “**2026 AGM**”) of Kyivstar Group Ltd. (“**KGL**” or the “**Company**”). The board of directors of the Company (the “**Board**”) has resolved that the 2026 AGM will be held via video-conference on **Tuesday 12 May 2026 at 12.00pm Gulf Standard Time**. The formal Notice convening the 2026 AGM is set out on pages 4 to 5 of this document. The record date for the 2026 AGM has been set as 13 April 2026. Under Bermuda law and the amended and restated bye-laws of the Company adopted on 13 August 2025 (“**Bye-laws**”), only the registered holders of record of KGL common shares (“**Shareholders**”) at the close of business on the record date are entitled to vote at the 2026 AGM.

Shareholder engagement is important to us. If you have any questions regarding this Notice, the 2026 AGM, you may contact via email : pr@kyivstar.net. Shareholders will also be able to raise questions electronically at the meeting itself. Further information regarding the resolutions to be proposed at the 2026 AGM is set out on page 7 and 8 of this document. We encourage you to read this information and the summary biographies of all candidates outlined <https://investors.kyivstar.ua> carefully.

As permitted by our Bye-laws, the 2026 AGM will be held by electronically as a virtual meeting only, with Shareholders and other attendees able to communicate electronically with each other simultaneously and instantaneously as permitted under Bye-law 31.1. A voting proxy will be sent to all Shareholders of record as at 13 April 2026, the record date for the 2026 AGM.

The agenda of the meeting is as follows:

1. Approval of the adoption by the Company of a restated Bye-law 56.3 (“**Bye-law 56.3**”) in the form set out in the Notice of 2026 AGM;
2. Approval of the appointment of UHY LLP (“**UHY**”), as auditor (“**Auditor**”), to audit the consolidated financial statements of the Company for the financial year ended 31 December 2026 and confirming the authority of the directors to formalize the engagement and fix the remuneration of UHY as Auditor;
3. Election of individual directors to the Board, as further described below; and
4. Any other business which may properly come before the meeting or any adjournment of the meeting.

The affirmative vote of Shareholders holding not less than 66 2/3% of the votes cast is required to approve the adoption of the new Bye-law 56.3 (the “**Bye-law Amendment**”). The appointment of UHY LLP as Auditor and confirming the authority of the Board to fix the remuneration of the Auditor requires a simple majority of more than 50 per cent of the votes cast (the “**Auditor Appointment**”). Voting on the election of all directors at the 2026 AGM will be by way of cumulative voting and information about the cumulative voting procedure is provided on page 8 of this document.

Shareholders will be asked to allocate 10 votes for each share registered in their name amongst the candidates seeking election as directors at the 2026 AGM.

The Board, in conjunction with the recommendations of the Nomination Committee, has proposed all 10 current members of the Board for re-election as directors of the Company at the 2026 AGM. The proposals to re-appoint directors to the Board at the 2026 AGM are incorporated as voting proposals 3.1 through 3.10 in the below notice of 2026 AGM (the “**Notice**”).

KGL Shareholders are requested to complete and return their voting proxy form to ensure that their shares are represented at the 2026 AGM.

The Board recommends that Shareholders allocate their votes FOR the adoption of New Bye-law 56.3, FOR the Auditor Appointment, and FOR each of the 10 candidates seeking re-election to the Board. The Board believes that these recommendations are in the best interest of both the Company and its shareholders as a whole.

Thank you for your ongoing support of KGL.

Yours sincerely,

Kaan Terzioğlu
Executive Chairman



Kyivstar Group Ltd.
(the “*Company*”)

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2026 (“**Notice**”)

TO THE SHAREHOLDERS OF THE COMPANY:

NOTICE is given that the 2026 Annual General Meeting of the shareholders of the Company (“**2026 AGM**”) will be convened electronically via video-conference on Tuesday 12 May 2026 at 12:00 pm Gulf Standard Time. At the 2026 AGM, a shareholder vote will be taken on the following proposals:

1. That bye-law 56.3 of the Company’s bye-laws adopted 13 August 2025 (the “**Bye-laws**”) be revised and restated as follows:

“The Officers and Senior Executives shall receive such remuneration as the Remuneration Committee of the Board may from time to time determine.”

2. That the appointment of UHY LLP (“**UHY**”) as auditor (“**Auditor**”) to audit the consolidated financial statements of the Company for the financial year ended 31 December 2026 be and is hereby confirmed and approved in all respects, and that the Board be and is hereby authorized to formalize the engagement and fix the remuneration of UHY as Auditor.

3. **To re-elect the Board as follows,- by resolving:**

- 3.1 That Serdar Çetin be and is hereby appointed as a director of the Company;
- 3.2 That Betsy Cohen be and is hereby appointed as a director of the Company.
- 3.3 That Augie K Fabela II be and is hereby appointed as a director of the Company;
- 3.4 That Rt Hon Sir Brandon Lewis CBE be and is hereby appointed as a director of the Company;
- 3.5 That Burak Özer be and is hereby appointed as a director of the Company;
- 3.6 That Duncan Perry be and is hereby appointed as a director of the Company;
- 3.7 That Michael Pompeo be and is hereby appointed as a director of the Company;
- 3.8 That Dmytro Shymkiv be and is hereby appointed as a director of the Company;
- 3.9 That Michiel Soeting be and is hereby appointed as a director of the Company; and
- 3.10 That Kaan Terzioğlu be and is hereby appointed as a director of the Company.

Other Business:

4. Any other business which may properly come before the meeting or any adjournment of the meeting.

If any other matter properly comes before the meeting or any adjournment of the meeting, the persons named in the proxy form and voting instruction for the meeting will vote the shares represented by all properly executed proxies and voting instructions in their discretion.

The Board has set 13 April 2026 as the record date for the 2026 AGM. This means that only those persons who are registered holders of KGL common shares (the "**Shareholders**") at the close of business on that record date will be entitled to receive notice of the 2026 AGM and to attend and vote at the meeting and any adjournment of the meeting. KGL Shareholders are requested to complete and return their voting proxy form to ensure that their shares are represented at the 2026 AGM.

Information about the candidates seeking re-election to the KGL Board is set out <https://investors.kyivstar.ua>.

By Order of the Board

For and on behalf of MQ Services Ltd

Secretary

Dated: 13 April 2026

Record Date and Voting

Only registered holders of record of the Company's common shares will be entitled to vote at the 2026 AGM or any adjournment or postponement of the meeting. You are the registered holder of record of the Company's common shares if your common shares are registered in your name on the Company's register of members at the close of business on the record date for the meeting, which is 13 April 2026. Holders of record of the Company's common shares will receive a proxy form from the Company, which must be duly executed and thereafter returned to the Company, and will be entitled to vote by proxy at the 2026 AGM.

If you hold common shares through a bank, broker or other nominee (in "street name"), you may receive from that institution a voting instruction form that you may use to instruct them on how to cause your common shares to be voted.

Registered holders of common shares can vote at the 2026 AGM by ballot.

A quorum for the transaction of business at the 2026 AGM is the presence in person of two or more persons at the start of the meeting having the right to attend and vote at the meeting and holding or representing in person or by proxy at least 50 per cent plus one voting share of the total issued voting shares in the Company at the relevant time.

Pursuant to the KGL Bye-laws adopted on 13 August 2025 (the "**Bye-laws**"), the resolutions for appointment of the director nominees will be voted upon by way of cumulative voting. Shareholders will have 10 votes for each share they hold in the Company to allocate among directors seeking re-election.

Further details on the cumulative voting procedures relevant to the 2026 AGM are set out on page 8 below.

In the event a quorum is not present at the 2026 AGM, then the meeting will stand adjourned to the same day one week later, at the same time and place or to such other day, time or place as may be determined in accordance with the Bye-laws of the Company.

Abstentions will be counted towards the presence of a quorum at, but will not be considered votes cast on any proposal brought before, the 2026 AGM.

If you are a registered holder of the Company's common shares and have voted by proxy, you may change your vote by signing, dating and returning a completed proxy form on or before the voting deadline of 10 May 2026 at 23:59 Eastern Time or by attending the 2026 AGM electronically and voting at such meeting by indicating your votes when requested. If you hold your common shares in street name and wish to change your vote, you should follow the instructions provided by your bank, broker or other nominee, and ensure your votes are submitted by 16:59 on 7 May 2026. Registered holders of the Company's common shares who need another copy of their proxy form or voting instruction may contact the Company by email (pr@kyivstar.net)

The Proposals

Set out below is a description of each proposal for which shareholder approval is sought at the 2026 AGM.

PROPOSAL 1: MINOR AMENDMENT TO BYE-LAW 56.3

Text of Proposed Resolutions:

1. That bye-law 56.3 of the Company's bye-laws adopted 13 August 2025) (the "**Bye-laws**") be revised and restated as follows:

"The Officers and Senior Executives shall receive such remuneration as the Remuneration Committee of the Board may from time to time determine."

Explanatory information:

- The proposed change to bye-law 56.3 allows the Remuneration Committee of the Board to approve remuneration for senior management without a separate delegation from the Board to exercise such authority.
- Changes to the bye-laws are effective only when passed by special resolution, meaning the approval of more than 66 2/3% of shareholders voting at the 2026 AGM is required to effect the proposed changes to bye-law 56.3 (the "**Bye-law Amendment**").
- If the Bye-law Amendment is approved by the necessary majority, the current Bye-laws will be amended to reflect the approved Bye-law Amendment, but will otherwise continue to apply in full.
- If the Bye-law Amendment is not approved by the necessary majority, the Bye-laws will continue to apply in full, without such variation.

PROPOSAL 2: AUDITOR APPOINTMENT

2. That the appointment of UHY LLP ("**UHY**"). as auditor ("**Auditor**") to audit the consolidated financial statements of the Company for the financial year ended 31 December 2026 be and is hereby confirmed and approved in all respects, and that the Board be and is hereby authorized to formalize the engagement and fix the remuneration of UHY as Auditor.

Explanatory information:

- The Board seeks shareholder approval of the appointment of UHY to audit the Company's consolidated financial statement for the year ended 31 December 2026 and confirmation of the Board's authority to agree auditor remuneration terms with UHY.

PROPOSAL 3: RE-ELECTION OF DIRECTORS

Text of Proposed Resolutions:

- 3.1 That Serdar Çetin be and is hereby appointed as a director of the Company.
- 3.2 That Betsy Cohen be and is hereby appointed as a director of the Company.
- 3.3 That Augie K Fabela II be and is hereby appointed as a director of the Company.

- 3.4 That Rt Hon Sir Brandon Lewis CBE be and is hereby appointed as a director of the Company.
- 3.5 That Burak Özer be and is hereby appointed as a director of the Company.
- 3.6 That Duncan Perry be and is hereby appointed as a director of the Company.
- 3.7 That Michael Pompeo be and is hereby appointed as a director of the Company.
- 3.8 That Dmytro Shymkiv be and is hereby appointed as a director of the Company.
- 3.9 That Michiel Soeting be and is hereby appointed as a director of the Company.
- 3.10 That Kaan Terzioğlu be and is hereby appointed as a director of the Company.

Explanatory Information:

- The Nomination Committee has determined that the present Board consists of directors with a broad mix of skills and experience across competencies, including industry/market expertise, strategy, corporate governance, corporate affairs, M&A, talent management, risk, compliance, disclosure, investor relations, shareholder engagement and financial expertise.
- The Nomination Committee has noted the importance of Board membership continuity during the Company's initial period as publicly listed company.
- Summary biographical details on each of the candidates seeking re-election to the Company's Board are included on our website here: investors.kyivstar.ua/corporate-governance/board-of-directors.

IMPORTANT

Instructions: Cumulative Voting for the Re-Election of Directors:

- The election of the Board itself is conducted by cumulative voting, which allows for proportionate representation of Shareholders' approved candidates on the Board.
- There are 10 positions to be filled at the 2026 AGM, with directors being appointed by cumulative voting from the candidates listed in the Notice.
- Each Shareholder should multiply the number of common shares that it holds by 10 (the number of directors to be elected to the Board) and either allocate all of these votes to one nominee or distribute the total number of votes among two or more of the nominees proposed to be elected to the Board.
- Each Shareholder should vote on each of Proposals 3.1 through 3.10 by writing the number of votes allocated to each of the nominees selected by it in the appropriate box in the proxy form or voting instruction enclosed.
- The sum of votes cast for the nominees selected by the Shareholder may not exceed the total number of votes at such Shareholder's disposal for the appointment of directors, which is the product of the number of shares held by a Shareholder multiplied by ten.