

MTN Zakhele Futhi (RF) Limited
(Incorporated in the Republic of South Africa)
(Date of incorporation: 21 June 2016)
(Registration number: 2016/268837/06)
JSE share code: MTNZF
ISIN: ZAE000279402
LEI: 378900429C4F73B1BE74
("MTNZF" or the "Company")

NOTIFICATION OF DISTRIBUTION OF NOTICE REGARDING A WRITTEN RESOLUTION

Introduction and background

1. In light of the outbreak of the COVID-19 pandemic in South Africa, its status as an ongoing pandemic and its declaration as a "*national disaster*" in terms of the Disaster Management Act, 57 of 2002 (and accordingly, the restrictions imposed thereby on public gatherings), and the subsequent declaration by President Cyril Ramaphosa of a nation-wide lockdown which is continuing, it may not be possible or permissible for MTNZF to hold its upcoming (2020) annual general meeting ("AGM") in person as required by its memorandum of incorporation ("MOI") (or at least partly in person as a minimum requirement).
2. The ability of MTNZF to dispatch a notice of AGM and to subsequently hold an MOI-compliant AGM within the prescribed timeframes as required under the Companies Act, 71 of 2008, as amended ("Companies Act") and the JSE Limited ("JSE") Listings Requirements depend largely on the regulatory landscape (specifically as it relates to the COVID-19 pandemic) which may prevail at the time of such an AGM and which is wholly uncertain at this stage.
3. Clause 21.6 of the MOI provides that:
"...The authority of the Company to conduct a Shareholders Meeting entirely by Electronic Communication, or to provide for participation in a Shareholders Meeting by Electronic Communication in the manner contemplated in section 63(2) of the Companies Act, is not limited or restricted; except, to the extent so permitted by law, for if and for so long as there are more than 20 Holders of MTN Zakhele Futhi Ordinary Shares any meeting at which such Shareholders are entitled to participate and Vote shall not be held by electronic communication as contemplated in section 63(2)(a) of the Companies Act."
4. In terms of section 16(1)(c)(i)(a) of the Companies Act, the board of directors ("Board") of MTNZF accordingly proposes that clause 21.6 of the MOI be amended in order to remove the restriction on, and therefore to provide for, MTNZF's ability to hold its general meetings and AGMs (as the case may be) entirely by electronic communication as contemplated in section 63(2)(a) of the Companies Act ("Proposed Amendment"). The Proposed Amendment will therefore enable MTNZF, as the Board may determine from time to time, to conduct its general meetings and AGMs (as the case may be) entirely by means of electronic communication (including as to shareholder attendance, participation and voting), including its upcoming (2020) AGM in light of the COVID-19 pandemic and associated regulatory framework as applicable in South Africa.
5. Section 16(1)(c) of the Companies Act requires that any amendment to a company's memorandum of incorporation must be approved by way of a special resolution of shareholders, being a resolution supported by shareholders holding at least 75% of the voting rights exercised on the special resolution. This section further provides that the special resolution may be adopted at a shareholders meeting or in accordance with section 60 of the Companies Act.
6. Section 60(1) of the Companies Act provides that a resolution that could be voted on at a shareholders meeting may instead be: (i) submitted for consideration to the shareholders entitled to exercise voting rights in relation to the resolution; and (ii) voted on in writing by shareholders entitled to exercise voting rights in relation to the resolution, within 20 (twenty) business days after the resolution was submitted to them. Written resolutions of ordinary and preference

shareholders of MTNZF (together, "Shareholders") (other than for matters or resolutions that can only be dealt with at an AGM) are furthermore permitted in terms of clause 21.2.2 of the MOI.

7. In addition, section 60(2) of the Companies Act provides that such a resolution will have been adopted if it is supported by persons entitled to exercise sufficient voting rights for it to have been adopted as an ordinary or special resolution (as the case may be) at a properly constituted shareholders' meeting, and if adopted, such resolution will have the same effect as if it had been approved by voting at a shareholders' meeting.
8. In this regard, the Board has determined by resolution that the Proposed Amendment be considered and, if thought fit, approved by Shareholders by written consent in terms of section 60 of the Companies Act.

Notice and voting

In this regard, Shareholders are advised that the Company is distributing a notice of submission of written resolution to Shareholders to be adopted in terms of Section 60 of the Companies Act today, 5 June 2020 ("Notice") in which, in order to make the Proposed Amendment to the MOI, Shareholders are requested to consider and, if deemed fit, vote in favour of the following special resolution:

"Resolved that, in terms of section 16(1)(c) read with section 16(5)(b)(ii) of the Companies Act, the existing MOI be and is hereby amended by the deletion of the qualification in clause 21.6 of the MOI (as contemplated in **Annexure 1** to the Notice), such that clause 21.6 shall read as follows:

"Every Shareholders Meeting shall be held where the Board determines from time to time. The authority of the Company to conduct a Shareholders Meeting entirely by Electronic Communication, or to provide for participation in a Shareholders Meeting by Electronic Communication in the manner contemplated in section 63(2) of the Companies Act, is not limited or restricted."

which amendment shall take effect from the date of filing of the amended MOI with CIPC."

("Resolution").

The Notice contains detailed instructions on how Shareholders can cast their votes on the Resolution. Pertinently, and in addition to the other means of voting indicated in the Notice, Shareholders may also use an online voting facility to indicate how they wish their shares to be voted on the Resolution. This online voting platform is free of charge and is available on the internet. To make use of the online voting platform, Shareholders are required to register for the service, via the Company's website on <https://mtnzf.votingplatform.corporateactions.co.za>. The login process will utilise your SA ID Number coupled with a One Time Pin that will be sent to your mobile device and email address on record. Shareholders will also be able to view on and download from the Company's website, a user guide explaining how to use the online voting platform on the Company's website. The online voting platform will be available from Monday, 15 June 2020, when voting on the Resolution opens, until the Closing Date, being 17:00 on Monday, 13 July 2020, when voting closes.

Copies of the Notice in English only will be available on the Company's website <https://www.mtnzakhelefuthi.co.za/investor-relations> at "MTN Zakhele Futhi Notice - 5 June 2020" from Friday, 5 June 2020 until Monday, 13 July 2020 (inclusive).

The Company's amended MOI will be available for inspection on the Company's website <https://www.mtnzakhelefuthi.co.za/investor-relations> at "MTN Zakhele Futhi MOI – 2020 amendments 5 June 2020" from Friday, 5 June 2002 until Monday, 13 July 2020 (inclusive).

Important dates and times

The important dates and times relating to voting on the Resolution are outlined below:

Record date to determine which Shareholders are entitled to receive the Notice and are eligible to vote on the Resolution	Friday, 29 May 2020
Last day on which the Notice will be posted to Shareholders, published on the Company's website and announcement released on the Stock Exchange News Service of the JSE ("SENS")	Friday, 5 June 2020
Deemed date of submission of the Notice to Shareholders (for purposes of calculating the 20 (twenty) business day period referred to in section 60(1) of the Companies Act)	Friday, 12 June 2020
Voting period opens on	Monday, 15 June 2020
Closing date at 17:00:	Monday, 13 July 2020
<ul style="list-style-type: none"> • last day for voting on the Resolution (for a dematerialised Shareholder without own-name registration) • last day to return the form of written consent (annexed as Annexure 3 to the Notice) (for a certificated Shareholder and a dematerialised own-name registered Shareholder) 	
Publication of results of voting on SENS on	Tuesday, 14 July 2020

Notes:

The abovementioned times and dates are South African times and dates and are subject to change. Any such change will be released on SENS.

In order for the Resolution to be adopted, the requisite percentage of the voting rights exercised on the Resolution (being 75% of eligible votes, as determined in accordance with the MOI) must have been exercised in favour of the Resolution within 20 (twenty) Business Days after the Resolution was deemed to have been submitted to Shareholders. Notwithstanding this, the Resolution shall be adopted and become effective in accordance with section 61(2)(a) of the Companies Act as soon as the voting rights exercised in favour thereof equate to the requisite percentage of all voting rights that were entitled to be exercised on the Resolution, which may be sooner than the voting closing date indicated above.

Consent to the Proposed Amendment

The Proposed Amendment has received, prior to the date of the Notice, the prior written approval of MTN Group Limited and the preference share agent, being Nedbank Limited, acting through its Corporate and Investment Banking division, as required by the MOI, as well as the approval of the JSE.

Johannesburg
5 June 2020

JSE Sponsor:

Tamela Holdings Proprietary Limited