

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")

RESULTS OF THE WRITTEN RESOLUTION OF SHAREHOLDERS AND NOTICE OF ANNUAL GENERAL MEETING

Written resolution

MTNZF shareholders ("Shareholders") are referred to the announcement released on the Stock Exchange News Service ("SENS") of the JSE Limited ("JSE") on 5 June 2020, regarding the submission to Shareholders of a notice of written resolution ("Resolution") proposed to be adopted in terms of section 60 of the Companies Act, 71 of 2008, as amended ("Companies Act").

Shareholders were advised that the Resolution would be adopted and become effective in accordance with section 60(2)(a) of the Companies Act as soon as the voting rights exercised in favour of the Resolution equated to the requisite percentage of voting rights required for the Resolution to be adopted as a special resolution in terms of the Companies Act (being 75% of the voting rights entitled to be exercised on the Resolution).

Shareholders are hereby advised that, as at the date of this announcement, the Resolution has received the support of persons exercising sufficient voting rights for the Resolution to be adopted in terms of section 60(2)(a) of the Companies Act, and has been filed with the Companies and Intellectual Property Commission.

The statement describing the complete set of voting results will be published on SENS on Tuesday, 14 July 2020.

Notice of annual general meeting ("AGM")

Due to the COVID-19 outbreak in South Africa, its status as an ongoing pandemic and its declaration as a "national disaster" in terms of the Disaster Management Act, No. 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, and the subsequent amendment to the memorandum of incorporation of the Company, pursuant to the Resolution referred to above, allowing the Company to hold its general meetings and AGMs (as the case may be), and including the 2020 AGM, entirely by electronic communication as contemplated in section 63(2)(a) of the Companies Act, the board of MTNZF has determined that it is necessary, prudent and preferable that the upcoming 2020 AGM be held entirely by way of electronic participation, and not by way a physical meeting.

As a result of the above, notice is hereby given to Shareholders that the 4th AGM of the Company will be held entirely by way of electronic communication as contemplated in section 63(2)(a) of the Companies Act at <https://mtnzfagm.votingplatform.corporateactions.co.za/login> on Monday, 3 August 2020 at 11:30 (South African time).

The important dates and times relating to the AGM are outlined below:

	Dates
Record date to determine the shareholders	Friday, 19 June 2020

entitled to receive the notice to the AGM	
Posting date	Monday, 29 June 2020
Last date to trade to be eligible to participate in and vote at the AGM	Tuesday, 21 July 2020
Record date to be eligible to participate in and vote at the AGM	Friday, 24 July 2020
Meeting date	Monday, 3 August 2020

Shareholders are advised that the notice of AGM (including the summarised annual financial statements for the year ended 31 December 2019) is available in English, Zulu and Sotho on the Company's website at – <https://www.mtnzakhelefuthi.co.za/investor-relations> under the section titled "Notice to Annual General Meetings" as from today.

Participation and voting at the AGM

Shareholders will have the opportunity to cast their votes electronically through the iProxy platform prior to the meeting, or send in their proxy forms, or to participate in and/or vote online, using their smartphone, tablet or computer, subject to the provisions applicable to dematerialised shareholders without own-name registration.

Shareholders are referred to the online shareholders guide that has been provided in the notice of AGM and is also available on the Company's website at – <https://www.mtnzakhelefuthi.co.za/investor-relations> under the section titled "Notice to Annual General Meetings" which provides the details of the electronic meeting and valuable information to prepare Shareholders for electronic participation in and/or voting at the AGM.

Shareholders will be liable for their own network charges in relation to electronic participation in and/or voting at the AGM. Any such charges will not be for the account of the JSE, the Company or any service provider retained for purposes of hosting and/or facilitating the electronic AGM. None of the JSE, the Company or any such service provider can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which may prevent any such Shareholder from participating in and/or voting at the AGM.

Notwithstanding the above, Shareholders are reminded that they are still able to vote normally through proxy submission, despite deciding to participate either electronically or not at all in the AGM. Shareholders are advised, and strongly encouraged, to participate in the AGM electronically and, for administrative ease, to make use of the online proxy platform as outlined in the notice of AGM, subject to the provisions applicable to dematerialised shareholders without own-name registration. Shareholders are encouraged to lodge their proxies timeously.

Johannesburg
29 June 2020

JSE Sponsor:
Tamela Holdings Proprietary Limited