

MTN Group Limited
(Incorporated in the Republic of South Africa)
Registration Number 1994/009584/06
Share code: MTN
ISIN: ZAE000042164
("MTN" or the "Company")

RESULTS OF 26th ANNUAL GENERAL MEETING HELD ON 28 MAY 2021

Shareholders are advised that at the 26th Annual General Meeting ("AGM") held on Friday, 28 May 2021 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 29 April 2021, were presented to the shareholders entitled to vote being present in person/virtually and/or represented by proxy.

The total number of shares present and represented, including proxies, at the meeting was **1,469,679,138** or 78% of MTN's issued share capital as at Friday, 28 May 2021, being the Voting Record Date. The total number of members present in person was **18**.

The voting results were as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary resolution number 1					
1.1 Election of S Mabaso - Koyana as a director	97.10	2.90	1,465,668,589	77.78	0.21
1.2 Election of N Molohe as a director	99.92	0.08	1,466,388,086	77.82	0.17
1.3 Election of N Gosa as a director	99.93	0.07	1,466,388,086	77.82	0.17
1.4 Re-election of S Kheradpir as a director	99.22	0.78	1,466,388,086	77.82	0.17
1.5 Re-election of PB Hanratty as a director	97.98	2.02	1,466,388,086	77.82	0.17
1.6 Re-election of SB Miller as a director	99.94	0.06	1,466,388,057	77.82	0.17
1.7 Re-election of NL Sowazi as a director	97.50	2.50	1,466,388,086	77.82	0.17
1.8 Election of T Molefe as a director	99.76	0.24	1,466,388,086	77.82	0.17
Ordinary resolution number 2					

2.1	Election of S Mabaso- Koyana as a member of the audit committee	96.68	3.32	1,465,852,889	77.79	0.20
2.2	Election of N Molohe as a member of the audit committee	99.92%	0.08%	1,466,388,086	77.82	0.17
2.3	Election of N Gosa as a member of the audit committee	98.30	1.70	1,466,388,086	77.82	0.17
2.4	Election of BS Tshabalala as a member of the audit committee	95.93	4.07	1,466,388,086	77.82	0.17
2.5	Election of V Rague as a member of the audit committee	97.05	2.95	1,465,642,472	77.78	0.21
Ordinary resolution number 3						
3.1	Election of N Gosa as a member of the social and ethics committee	99.96	0.04	1,466,393,712	77.82	0.17
3.2	Election of L Sanusi as a member of the Social and Ethics committee	99.95	0.05	1,466,393,712	77.82	0.17
3.3	Election of SB Miller as a member of the Social and Ethics committee	99.94	0.06	1,466,386,572	77.82	0.17
3.4	Election of N Sowazi as a member of the Social and Ethics committee	99.08	0.92	1,466,393,712	77.82	0.17
3.5	Election of K Mokhele as a member of the Social and Ethics committee	99.44	0.56	1,466,393,712	77.82	0.17
Ordinary resolution number 4						
	Re-appointment of PricewaterhouseCoopers Inc. as an auditor of the Company	74.64	25.36	1,467,203,722	77.87	0.13
Ordinary resolution number 5						
	Appointment of Ernst & Young as an auditor of the Company	99.99	0.01	1,467,205,207	77.87	0.13
Ordinary resolution number 6						
	General authority for directors to allot and issue ordinary shares	89.06	10.94	1,466,596,464	77.83	0.16
Ordinary resolution number 7						
	General authority for directors to allot and issue ordinary shares for cash	86.92	13.08	1,466,596,466	77.83	0.16
Ordinary resolution number 8						
	Non-binding advisory vote on the Company's remuneration policy	85.99	14.01	1,461,814,344	77.58	0.42

Ordinary resolution number 9					
Non-binding advisory vote on the Company's remuneration implementation report	60.77	39.23	1,461,434,386	77.56	0.44
Ordinary resolution number 10					
Authorisation to sign documents to give effect to resolutions	99.91	0.09	1,466,546,029	77.83	0.17
	TOTAL SHARES VOTED				SHARES ABSTAINED
RESOLUTION	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Special resolution number 1					
1.1 Proposed approval of remuneration payable to MTN Group Board Local Chairman	96.84	3.16	1,467,107,545	77.86	0.14
1.2 Proposed approval of remuneration payable to MTN Group Board International Chairman	96.74	3.26	1,467,107,545	77.86	0.14
1.3 Proposed approval of remuneration payable to MTN Group Board Local member	99.19	0.81	1,467,107,545	77.86	0.14
1.4 Proposed approval of remuneration payable to MTN Group Board International member	97.54	2.46	1,467,107,545	77.86	0.14
1.5 Proposed approval of remuneration payable to MTN Group Board Local Lead Independent director	98.85	1.15	1,467,107,545	77.86	0.14
1.6 Proposed approval of remuneration payable to MTN Group Board International Lead Independent director	97.48	2.52	1,467,107,545	77.86	0.14
1.7 Proposed approval of remuneration payable to Remuneration and human resources committee Local Chairman	99.14	0.86	1,467,107,397	77.86	0.14
1.8 Proposed approval of remuneration payable to Remuneration and human resources committee International Chairman	97.52	2.48	1,467,107,397	77.86	0.14

1.9	Proposed approval of remuneration payable to Remuneration and human resources committee Local member	99.22	0.78	1,467,107,395	77.86	0.14
1.10	Proposed approval of remuneration payable to Remuneration and human resources committee International member	97.52	2.48	1,467,107,397	77.86	0.14
1.11	Proposed approval of remuneration payable to Social and ethics committee Local Chairman	99.23	0.77	1,467,114,508	77.86	0.14
1.12	Proposed approval of remuneration payable to Social and ethics committee International Chairman	97.07	2.93	1,467,114,508	77.86	0.14
1.13	Proposed approval of remuneration payable to Social and ethics committee Local member	99.23	0.77	1,467,114,508	77.86	0.14
1.14	Proposed approval of remuneration payable to Social and ethics committee International member	97.54	2.46	1,467,114,508	77.86	0.14
1.15	Proposed approval of remuneration payable to Audit committee Local Chairman	99.24	0.76	1,467,107,545	77.86	0.14
1.16	Proposed approval of remuneration payable to Audit committee International Chairman	97.54	2.46	1,467,107,543	77.86	0.14
1.17	Proposed approval of remuneration payable to Audit committee Local member	99.24	0.76	1,467,107,545	77.86	0.14
1.18	Proposed approval of remuneration payable to Audit committee International member	97.54	2.46	1,467,107,545	77.86	0.14
1.19	Proposed approval of remuneration payable to Risk management and compliance committee Local Chairman	98.93	1.07	1,467,107,545	77.86	0.14
1.20	Proposed approval of remuneration payable to Risk	96.80	3.20	1,467,107,545	77.86	0.14

	management and compliance committee International Chairman					
1.21	Proposed approval of remuneration payable to Risk management and compliance committee Local member	98.93	1.07	1,467,107,545	77.86	0.14
1.22	Proposed approval of remuneration payable to Risk management and compliance committee International member	98.90	1.10	1,467,107,545	77.86	0.14
1.23	Proposed approval of remuneration payable to Local member for Special assignments or projects (per day)	99.18	0.82	1,467,107,545	77.86	0.14
1.24	Proposed approval of remuneration payable to International member for Special assignments or projects (per day)	97.52	2.48	1,467,107,545	77.86	0.14
1.25	Proposed approval of remuneration payable for ad-hoc work performed by non-executive directors for special projects (hourly rate)	82.19	17.81	1,466,706,860	77.84	0.16
1.26	Proposed approval of remuneration payable to MTN Group Share Trust (trustees) Local Chairman	99.20	0.80	1,467,114,656	77.86	0.14
1.27	Proposed approval of remuneration payable to MTN Group Share Trust (trustees) International Chairman	97.54	2.46	1,467,114,656	77.86	0.14
1.28	Proposed approval of remuneration payable to MTN Group Share Trust (trustees) Local member	99.20	0.80	1,467,114,656	77.86	0.14
1.29	Proposed approval of remuneration payable to MTN Group Share Trust (trustees) International member	97.54	2.46	1,467,114,656	77.86	0.14
1.30	Proposed approval of remuneration payable to	99.18	0.82	1,467,107,545	77.86	0.14

Sourcing committee Local Chairman					
1.31 Proposed approval of remuneration payable to Sourcing committee International Chairman	97.52	2.48	1,467,107,543	77.86	0.14
1.32 Proposed approval of remuneration payable to Sourcing committee Local member	99.18	0.82	1,467,107,545	77.86	0.14
1.33 Proposed approval of remuneration payable to Sourcing committee International member	97.52	2.48	1,467,107,545	77.86	0.14
1.34 Proposed approval of remuneration payable to Directors affairs and corporate governance committee Local Chairman	99.22	0.78	1,467,107,545	77.86	0.14
1.35 Proposed approval of remuneration payable to Directors affairs and corporate governance committee International Chairman	97.52	2.48	1,467,107,545	77.86	0.14
1.36 Proposed approval of remuneration payable to Directors affairs and corporate governance committee Local member	99.22	0.78	1,467,107,545	77.86	0.14
1.37 Proposed approval of remuneration payable to Directors affairs and corporate governance committee International member	97.52	2.48	1,467,107,543	77.86	0.14
Special resolution number 2					
Repurchase of the Company's shares	98.82	1.18	1,466,759,216	77.84	0.15
Special resolution number 3					
Financial assistance to subsidiaries and other related and interrelated entities	98.70	1.30	1,467,167,268	77.86	0.13
Special resolution number 4					
Financial assistance to directors and/or prescribed officers and	89.20	10.80	1,461,801,052	77.58	0.42

employee share scheme beneficiaries					
Special resolution number 5					
Financial assistance to MTN Zakhele Futhi (RF) Limited	98.08	1.92	1,467,083,204	77.86	0.14

*Expressed as a percentage of **1 884 269 758** MTN ordinary shares in issue as at the Voting Record Date. PriceWaterhouseCoopers Inc. issued a factual finding report on the results.

Shareholders are further advised that due to ordinary resolution number 9 relating to the non-binding advisory vote on the Company's remuneration implementation report being voted against by more than 25% of the voting rights exercised at the AGM held on Friday, 28 May 2021, an invitation will be extended to such dissenting shareholders to engage with the Company. Further details on the shareholder engagements will be announced on the Stock Exchange News Service of the JSE Limited in due course.

Fairland
31 May 2021

Lead sponsor
J.P. Morgan Equities (SA) Proprietary Limited

Joint sponsor
Tamela Holdings Proprietary Limited