

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 5th ANNUAL GENERAL MEETING OF MTNZF HELD ON 7 SEPTEMBER 2021

Shareholders of MTNZF are advised that at the 5th Annual General Meeting (“AGM”) held on Tuesday, 7 September 2021 at 11:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 10 August 2021, were presented to the shareholders entitled to vote being present in person/virtually and/or represented by proxy.

As at Friday, 27 August 2021, being the Voting Record Date:

- The total number of MTNZF ordinary shares present and represented, including proxies, at the meeting was 47 743 053 or 38,7% of MTNZF’s issued ordinary share capital.
- The total number of MTNZF preference shares present and represented, including proxies, at the meeting was 959 848 or 100% of MTNZF’s issued preference share capital.

The MTNZF ordinary share voting results were as follows:

ORDINARY SHARES	TOTAL SHARES VOTED				SHARES ABSTAINED
RESOLUTIONS	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary resolutions					
Ordinary resolution number 1.1 Re-election of Grant Gelink as a director	99,71	0,29	47 662 674	99,83	0,17
Ordinary resolution number 1.2 Re-election of Belinda Mapongwana as a director	99,69	0,31	47 685 913	99,88	0,12
Ordinary resolution number 2.1 Election of Grant Gelink as a member of the audit and risk committee	99,83	0,17	47 654 137	99,81	0,19
Ordinary resolution number 2.2 Election of Edward Pitsi as a member of the audit and risk committee	99,70	0,30	47 681 240	99,87	0,13
Ordinary resolution number 2.3	99,86	0,14	47 676 865	99,86	0,14

Election of Belinda Mapongwana as a member of the audit and risk committee					
Ordinary resolution number 3 Re-appointment of independent auditors	99,79	0,21	47 680 009	99,87	0,13
Special resolutions					
Special resolution number 1 Remuneration payable to directors	99,24	0,76	47 471 792	99,43	0,57
Special Resolution number 2 Amendments to the memorandum of incorporation of the Company	99,73	0,27	47 563 043	99,62	0,38
Special Resolution number 3: Financial Assistance pursuant to s44 of the Companies Act	99,85	0,15	47 605 719	99,71	0,29

*Expressed as a percentage of 123 416 818 MTNZF ordinary shares in issue as at the Voting Record Date.

The MTNZF preference share voting results were as follows:

PREFERENCE SHARES	TOTAL SHARES VOTED				SHARES ABSTAINED
RESOLUTION	FOR (%)	AGAINST (%)	NUMBER	%**	%**
Special resolutions					
Special Resolution number 2 Amendments to the memorandum of incorporation of the Company	100,00	0,00	959 848	100,00	0,00
Special Resolution number 3 Financial Assistance pursuant to s44 of the Companies Act	100,00	0,00	959 848	100,00	0,00

**Expressed as a percentage of 959 848 MTNZF preference shares in issue as at the Voting Record Date.

In terms of the memorandum of incorporation of the Company, the percentage of voting rights required for special resolution numbers 2 and 3 to be adopted is 75% of the voting rights exercised on the resolution by all holders of shares in the Company (all classes voting). The MTNZF preference shares in aggregate carry 95% of the total votes exercisable on special resolution numbers 2 and 3 at a general meeting.

Aggregate voting results on special resolution numbers 2 and 3 (all classes voting)

ALL SHARES	TOTAL SHARES VOTED			SHARES ABSTAINED
RESOLUTION	FOR (%)	AGAINST (%)	%***	%***
Special Resolution number 2	99,99	0,01	100,00	0,00

Amendments to the memorandum of incorporation of the Company				
Special Resolution number 3 Financial Assistance pursuant to s44 of the Companies Act	99,99	0,01	100,00	0,00

***Expressed as the aggregate percentage of both the MTNZF ordinary shares and MTNZF preference shares in issue as at the Voting Record Date, rounded to two decimal places.

SizweNtsalubaGobodo Grant Thornton Inc. issued a factual finding report on the results.

Johannesburg
8 September 2021

JSE sponsor
Tamela Holdings Proprietary Limited