

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 27th ANNUAL GENERAL MEETING HELD ON 25 MAY 2022

Shareholders are advised that at the 27th Annual General Meeting (AGM) held on Wednesday, 25 May 2022 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 25 April 2022, 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 1,541,015,083 or 81.78% of MTN's issued share capital as at Wednesday, 25 May 2022, being the Voting Record Date. The total number of members present in person was five.

The voting results were as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary resolution number 1					
1.1 Re-election of SLA Sanusi as a director	99.29	0.71	1,530,702,633	81.24	0.55
1.2 Re-election of VM Rague as a director	92.68	7.32	1,537,926,973	81.62	0.16
1.3 Re-election of KDK Mokhele as a director	92.95	7.05	1,537,927,812	81.62	0.16
1.4 Re-election of MH Jonas as a director	93.86	6.14	1,537,930,397	81.62	0.16
Ordinary resolution number 2					
2.1 Election of SN Mabaso-Koyana as a member of the Audit Committee	93.92	6.08	1,537,930,197	81.62	0.16
2.2 Election of CWN Molope as a member of the Audit Committee	95.46	4.54	1,537,928,473	81.62	0.16

2.3	Election of NP Gosa as a member of the Audit Committee	97.49	2.51	1,537,931,036	81.62	0.16
2.4	Election of VM Rague as a member of the Audit Committee	95.84	4.16	1,537,928,473	81.62	0.16
Ordinary resolution number 3						
3.1	Election of NP Gosa as a member of the Social, Ethics and Sustainability Committee	99.15	0.85	1,537,928,743	81.62	0.16
3.2	Election of SLA Sanusi as a member of the Social, Ethics and Sustainability Committee	99.45	0.55	1,537,928,743	81.62	0.16
3.3	Election of SP Miller as a member of the Social, Ethics and Sustainability Committee	99.48	0.52	1,537,927,882	81.62	0.16
3.4	Election of NL Sowazi as a member of the Social, Ethics and Sustainability Committee	98.57	1.43	1,537,927,934	81.62	0.16
3.5	Election of KDK Mokhele as a member of the Social, Ethics and Sustainability Committee	98.64	1.36	1,537,927,934	81.62	0.16
Ordinary resolution number 4						
	Appointment of PricewaterhouseCoopers Inc. as an auditor of the Company	68.37	31.63	1,538,115,396	81.63	0.15
Ordinary resolution number 5						
	Appointment of Ernst & Young Inc. as an auditor of the Company	99.85	0.15	1,538,114,905	81.63	0.15
Ordinary resolution number 6						
	General authority for directors to allot and issue ordinary shares	90.74	9.26	1,537,755,802	81.61	0.17
Ordinary resolution number 7						
	General authority for directors to allot and issue ordinary shares for cash	85.48	14.52	1,538,108,130	81.63	0.15
Ordinary resolution number 8						

Non-binding advisory vote on the Company's remuneration policy	88.60	11.40	1,533,358,679	81.38	0.41
Ordinary resolution number 9					
Non-binding advisory vote on the Company's remuneration implementation report	81.65	18.35	1,533,418,473	81.38	0.40
Ordinary resolution number 10					
Authorisation to sign documents to give effect to resolutions	100.00	0.00	1,538,028,359	81.62	0.16
	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	98.03	1.97	1,537,973,433	81.62	0.16
1.2 Proposed approval of remuneration payable to MTN Group Board International Chairman	97.85	2.15	1,537,973,433	81.62	0.16
1.3 Proposed approval of remuneration payable to MTN Group Board Local member	99.99	0.01	1,537,972,572	81.62	0.16
1.4 Proposed approval of remuneration payable to MTN Group Board International member	98.34	1.66	1,537,973,433	81.62	0.16
1.5 Proposed approval of remuneration payable to MTN Group Board Local Lead Independent director	99.99	0.01	1,537,972,983	81.62	0.16
1.6 Proposed approval of remuneration payable to MTN Group Board International Lead Independent director	98.53	1.47	1,537,972,983	81.62	0.16
1.7 Proposed approval of remuneration payable to Human Capital and Remuneration Committee Local Chairman	99.93	0.07	1,537,972,572	81.62	0.16

1.8	Proposed approval of remuneration payable to Human Capital and Remuneration Committee International Chairman	98.03	1.97	1,537,972,983	81.62	0.16
1.9	Proposed approval of remuneration payable to Human Capital and Remuneration Committee Local member	99.99	0.01	1,537,973,433	81.62	0.16
1.10	Proposed approval of remuneration payable to Human Capital and Remuneration Committee International member	98.52	1.48	1,537,972,983	81.62	0.16
1.11	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee Local Chairman	99.63	0.37	1,537,973,625	81.62	0.16
1.12	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee International Chairman	98.53	1.47	1,537,974,036	81.62	0.16
1.13	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee Local member	99.99	0.01	1,537,974,486	81.62	0.16
1.14	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee International member	98.53	1.47	1,537,974,036	81.62	0.16
1.15	Proposed approval of remuneration payable to Audit Committee Local Chairman	99.99	0.01	1,537,972,574	81.62	0.16
1.16	Proposed approval of remuneration payable to Audit Committee International Chairman	98.03	1.97	1,537,972,985	81.62	0.16
1.17	Proposed approval of remuneration payable to	99.88	0.12	1,537,973,435	81.62	0.16

Audit Committee Local member					
1.18 Proposed approval of remuneration payable to Audit Committee International member	98.52	1.48	1,537,972,985	81.62	0.16
1.19 Proposed approval of remuneration payable to Risk Management and Compliance Committee Local Chairman	99.65	0.35	1,537,980,724	81.62	0.16
1.20 Proposed approval of remuneration payable to Risk Management and Compliance Committee International Chairman	97.72	2.28	1,537,972,535	81.62	0.16
1.21 Proposed approval of remuneration payable to Risk Management and Compliance Committee Local member	99.68	0.32	1,530,748,645	81.24	0.54
1.22 Proposed approval of remuneration payable to Risk Management and Compliance Committee International member	99.69	0.31	1,537,972,535	81.62	0.16
1.23 Proposed approval of remuneration payable to Local member for Special assignments or projects (per day)	99.01	0.99	1,537,972,166	81.62	0.16
1.24 Proposed approval of remuneration payable to International member for Special assignments or projects (per day)	97.54	2.46	1,537,972,877	81.62	0.16
1.25 Proposed approval of remuneration payable for <i>ad-hoc</i> work performed by non-executive directors for special projects (hourly rate)	94.28	5.72	1,537,974,427	81.62	0.16
1.26 Proposed approval of remuneration payable to MTN Group Share Trust (trustees) Local Chairman	99.99	0.01	1,537,973,996	81.62	0.16

1.27 Proposed approval of remuneration payable to MTN Group Share Trust (trustees) International Chairman	98.03	1.97	1,537,972,685	81.62	0.16
1.28 Proposed approval of remuneration payable to MTN Group Share Trust (trustees) Local member	99.99	0.01	1,537,973,996	81.62	0.16
1.29 Proposed approval of remuneration payable to MTN Group Share Trust (trustees) International member	98.53	1.47	1,537,973,546	81.62	0.16
1.30 Proposed approval of remuneration payable to Sourcing Committee Local Chairman	99.99	0.01	1,537,976,424	81.62	0.16
1.31 Proposed approval of remuneration payable to Sourcing Committee International Chairman	98.03	1.97	1,537,975,113	81.62	0.16
1.32 Proposed approval of remuneration payable to Sourcing Committee Local member	99.99	0.01	1,537,976,424	81.62	0.16
1.33 Proposed approval of remuneration payable to Sourcing Committee International member	98.52	1.48	1,537,975,999	81.62	0.16
1.34 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee Local Chairman	99.58	0.42	1,537,972,024	81.62	0.16
1.35 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee International Chairman	97.61	2.39	1,537,970,713	81.62	0.16
1.36 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee Local member	99.58	0.42	1,537,972,024	81.62	0.16

1.37 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee International member	98.22	1.78	1,537,972,575	81.62	0.16
Special resolution number 2					
Repurchase of the Company's shares	98.97	1.03	1,537,314,344	81.59	0.20
Special resolution number 3					
Financial assistance to subsidiaries and other related and interrelated entities	98.25	1.75	1,538,110,246	81.63	0.15
Special resolution number 4					
Financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries	91.51	8.49	1,538,044,938	81.63	0.16
Special resolution number 5					
Financial assistance to MTN Zakhele Futhi (RF) Limited	99.51	0.49	1,538,043,931	81.63	0.16

* Expressed as a percentage of 1 884 269 758 MTN ordinary shares in issue as at the Voting Record Date.

PriceWaterhouseCoopers Inc. has issued a factual finding report on the results.

Fairland
27 May 2022

Lead sponsor
Tamela Holdings Proprietary Limited

Joint sponsor
JP Morgan Equities (SA) Proprietary Limited