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 28th ANNUAL GENERAL MEETING HELD ON 26 MAY 2023

Shareholders are advised that at the 28th Annual General Meeting (AGM) held on Friday, 26 May 2023 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 26 April 2023, 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 1,559,981,547 or 82.79% of MTN's issued share capital as of Friday, 19 May 2023, being the Voting Record Date.

The voting results were as follows:

		TOTAL SHARES VOTED				SHARES ABSTAINED
RES	OLUTION	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ord	inary resolution number 1					
1.1	Re-election of NP Gosa as a director	99.74	0.26	1,557,189,249	82.64	0.15
1.2	Re-election of CWN Molope as a director	95.76	4.24	1,557,193,460	82.64	0.15
1.3	Re-election of RT Mupita as a director	99.15	0.85	1,557,195,360	82.64	0.15
1.4	Election of T Pennington as a director	100.00	0.00	1,557,193,460	82.64	0.15
1.5	Election of N Newton-King as a director	100.00	0.00	1,557,157,069	82.64	0.15
Ord	inary resolution number 2					
2.1	To elect SN Mabaso - Koyana as a member of the Audit Committee	98.23	1.77	1,557,193,460	82.64	0.15
2.2	To elect CWN Molope as a member of the Audit Committee	97.35	2.65	1,557,193,460	82.64	0.15
2.3	To elect NP Gosa as a member of the Audit Committee	99.50	0.50	1,557,189,249	82.64	0.15
2.4	To elect VM Rague as a member of the Audit Committee	98.83	1.17	1,557,188,499	82.64	0.15
2.5	To elect T Pennington as a member of the Audit Committee	100.00	0.00	1,557,193,660	82.64	0.15
Ord	Ordinary resolution number 3					

	1		T		1
3.1 To elect SLA Sanusi as a member of the Social, Ethics and	99.99	0.01	1,557,156,569	82.64	0.15
Sustainability Committee					
3.2 To elect SP Miller as a member of	99.51	0.49	1,557,156,569	82.64	0.15
the Social, Ethics and	33.31	0.43	1,557,150,505	02.04	0.15
Sustainability Committee					
3.3 To elect NL Sowazi as a member	98.90	1.10	1,557,156,569	82.64	0.15
of the Social, Ethics and	30.30	1.10	1,337,130,303	02.01	0.13
Sustainability Committee					
3.4 To elect KDK Mokhele as a	99.24	0.76	1,557,156,569	82.64	0.15
member of the Social, Ethics and	33.21	0.70	1,337,130,303	02.01	0.13
Sustainability Committee					
3.5 To elect N Newton-King as a	100.00	0.00	1,557,157,269	82.64	0.15
member of the Social, Ethics and	200.00	0.00	1,557,157,255	02.0	0.25
Sustainability Committee					
Ordinary resolution number 4					
Re-appointment of Ernst & Young Inc.	99.60	0.40	1,557,189,330	82.64	0.15
as an auditor of the Company			, , ,		
Ordinary resolution number 5					
General authority for directors to allot	89.95	10.05	1,557,192,649	82.64	0.15
and issue authorised but unissued			, , ,		
ordinary shares					
Ordinary resolution number 6					
General authority for directors to allot	83.62	16.38	1,557,193,979	82.64	0.15
and issue ordinary shares for cash					
Ordinary resolution number 7					
Non-binding advisory vote –	95.24	4.76	1,557,189,714	82.64	0.15
endorsement of the Company's					
remuneration policy					
Ordinary resolution number 8					
Non-binding advisory vote –	95.12	4.88	1,557,189,044	82.64	0.15
endorsement of the Company's					
remuneration implementation report					
		TOTAL	CHARES VOTED		SHARES
		TOTAL SHARES VOTED			
	FOR	AGAINST	NUMBER	%*	%*
RESOLUTION	(%)	(%)	NOMBLK	/0	/0
Special resolution number 1					
1.1 To approve remuneration	97.68	2.32	1,557,123,411	82.64	0.15
payable to MTN Group Board					
Local Chairman					
1.2 To approve remuneration	97.69	2.31	1,557,122,961	82.64	0.15
payable to MTN Group Board					
International Chairman					
1.3 To approve remuneration	99.97	0.03	1,557,123,411	82.64	0.15
payable to MTN Group Board					
Local member					

1.4 To approve remuneration payable to MTN Group Board International member 1.5 To approve remuneration payable to MTN Group Board International Member 1.6 To approve remuneration payable to MTN Group Board International Lead Independent director 1.6 To approve remuneration payable to MTN Group Board International Lead Independent director 1.7 To approve remuneration payable to Human Capital and Remuneration Committee Local Chairman 99.97	payable to MTN Group Boal International member 1.5 To approve remuneration payable to MTN Group Boal Local Lead Independent director 1.6 To approve remuneration payable to MTN Group Boal International Lead Independent director 1.7 To approve remuneration payable to Human Capital and Remuneration Committee Local Chairman 1.8 To approve remuneration payable to Human Capital and Remuneration Committee International Chairman 1.9 To approve remuneration payable to Human Capital and Remuneration Committee International Chairman 1.10 To approve remuneration payable to Human Capital and Remuneration Committee International member 1.11 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International Member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee International member 1.16 To approve remuneration payable to Audit Committee International member		1				
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Remuneration Committee Local member 1.10 To approve remuneration payable to Human Capital and Remuneration Committee International member 1.11 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.15 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman	Remuneration Committee L member 1.10 To approve remuneration payable to Human Capital a Remuneration Committee International member 1.11 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration	and					
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Remuneration Committee International member 1.11 To approve remuneration payable to Social, Ethics and Sustainability Committee Local Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.15 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.15 To approve remuneration payable to Audit Committee Local Chairman	Remuneration Committee International member 1.11 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration				, , -,		
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Sustainability Committee Local Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.15 To approve remuneration payable to Audit Committee Local Chairman Sustainability Committee Local member 1.15 To approve remuneration payable to Audit Committee Local Chairman Sustainability Committee Local Chairman S	Sustainability Committee Lo Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration		33.31	0.00	1,007,127,022	02.01	0.13
Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.15 To approve remuneration payable to Audit Committee Local Chairman	Chairman 1.12 To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration						
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Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman	Sustainability Committee International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration		JU.12	1.00	1,331,120,322	02.04	0.13
International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 99.97 0.03 1,557,127,622 82.64 0.15 1,557,128,922 82.64 0.15 1,557,123,411 82.64 0.15	International Chairman 1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration	u					
1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Local member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 99.97 0.03 1,557,127,622 82.64 0.15 1.88 1,557,128,922 82.64 0.15 0.15 1.557,123,411 82.64 0.15	1.13 To approve remuneration payable to Social, Ethics and Sustainability Committee Lo member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration						
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Sustainability Committee Local member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman Sustainability Committee payable to Audit Committee Local Chairman 1.18	Sustainability Committee Lomember 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration		99.97	0.03	1,55/,12/,622	82.b4	0.15
member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 98.12 1.88 1,557,128,922 82.64 0.15 1,557,123,411 82.64 0.15	member 1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration						
1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 98.12 1.88 1,557,128,922 82.64 0.15 1,557,123,411 82.64 0.15	1.14 To approve remuneration payable to Social, Ethics and Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration	ocal					
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Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 99.97 0.03 1,557,123,411 82.64 0.15	Sustainability Committee International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration		98.12	1.88	1,557,128,922	82.64	0.15
International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 99.97 0.03 1,557,123,411 82.64 0.15	International member 1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration	a					
1.15 To approve remuneration 99.97 0.03 1,557,123,411 82.64 0.15 payable to Audit Committee Local Chairman	1.15 To approve remuneration payable to Audit Committee Local Chairman 1.16 To approve remuneration						
payable to Audit Committee Local Chairman	payable to Audit Committee Local Chairman 1.16 To approve remuneration						
Local Chairman	Local Chairman 1.16 To approve remuneration		99.97	0.03	1,557,123,411	82.64	0.15
	1.16 To approve remuneration	e					
1.16 To approve remuneration 97.65 2.35 1,557,124,261 82.64 0.15							
		[97.65	2.35	1,557,124,261	82.64	0.15
payable to Audit Committee	payable to Audit Committee	e					
International Chairman	International Chairman						

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1.17 To approve remuneration payable to Audit Committee	99.97	0.03	1,557,123,411	82.64	0.15
Local member					
1.18 To approve remuneration	98.15	1.85	1,557,124,711	82.64	0.15
payable to Audit Committee					
International member					
1.19 To approve remuneration	99.97	0.03	1,557,123,411	82.64	0.15
payable to Risk Management			, , , , ,		
and Compliance Committee					
Local Chairman					
1.20 To approve remuneration	97.49	2.51	1,557,124,261	82.64	0.15
payable to Risk Management			_,	02.0	0.120
and Compliance Committee					
International Chairman					
1.21 To approve remuneration	99.97	0.03	1,557,122,411	82.64	0.15
payable to Risk Management		0.00	_,_,,,	02.0	0.120
and Compliance Committee					
Local member					
1.22 To approve remuneration	98.15	1.85	1,557,123,711	82.64	0.15
payable to Risk Management	30.23	1.00	1,007,120,722	02.01	0.13
and Compliance Committee					
International member					
1.23 To approve remuneration	99.97	0.03	1,557,123,411	82.64	0.15
payable to Finance and	33.37	0.03	1,337,123,411	02.04	0.13
Investment Committee Local					
Chairman					
1.24 To approve remuneration	99.97	0.03	1,557,124,261	82.64	0.15
payable to Finance and	33.37	0.00	1,557,121,251	02.01	0.13
Investment Committee					
International Chairman					
1.25 To approve remuneration	99.97	0.03	1,557,123,411	82.64	0.15
payable to Finance and	33.37	0.00	1,007,120,121	02.01	0.13
Investment Committee Local					
member					
1.26 To approve remuneration	99.97	0.03	1,557,124,711	82.64	0.15
payable to Finance and	33.37	0.00	2,33.,12.,,11	02.01	1 3.23
Investment Committee					
International member					
1.27 To approve remuneration	98,15	1.85	1,557,123,411	82.64	0.15
payable to Ad Hoc Strategy	55,25		_,55.,125,121		1 3.25
Committee Local Chairman					
1.28 To approve remuneration	98.15	1.85	1,557,124,411	82.64	0.15
payable to Ad Hoc Strategy			_,,		
Committee International					
Chairman					
1.29 To approve remuneration	98.15	1.85	1,557,123,411	82.64	0.15
payable to Ad Hoc Strategy	50.25		_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	32.01	0.20
Committee Local member					
COttCC LOCAL ITICITIOCI	1				1

1.30 To approve remuneration payable to Ad Hoc Strategy Committee International member	98.15	1.85	1,557,124,711	82.64	0.15
1.31 To approve remuneration payable to Sourcing Committee Local Chairman	99.97	0.03	1,557,123,561	82.64	0.15
1.32 To approve remuneration payable to Sourcing Committee International Chairman	97.49	2.51	1,557,124,261	82.64	0.15
1.33 To approve remuneration payable to Sourcing Committee Local member	99.97	0.03	1,557,123,411	82.64	0.15
1.34 To approve remuneration payable to Sourcing Committee International member	98.15	1.85	1,557,124,711	82.64	0.15
1.35 To approve remuneration payable to Directors Affairs and Corporate Governance Committee Local Chairman	99.97	0.03	1,557,123,411	82.64	0.15
1.36 To approve remuneration payable to Directors Affairs and Corporate Governance Committee International Chairman	98.15	1.85	1,557,124,261	82.64	0.15
1.37 To approve remuneration payable to Directors Affairs and Corporate Governance Committee Local member	99.97	0.03	1,557,123,411	82.64	0.15
1.38 To approve remuneration payable to Directors Affairs and Corporate Governance Committee International member	98.12	1.88	1,557,124,711	82.64	0.15
Special resolution number 2					
To approve the repurchase of the Company's shares	99.58	0.42	1,556,567,995	82.61	0.18
Special resolution number 3	00.35	4.75	4.557.404.040	02.54	0.45
To approve the granting of financial assistance to subsidiaries and other related and interrelated entities	98.25	1.75	1,557,191,849	82.64	0.15
Special resolution number 4					
To approve the granting of financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries	94,14	5.86	1,557,191,329	82.64	0.15
Special resolution number 5					

To approve the granting of financial	99.81	0.19	1,556,600,621	82.61	0.18
assistance to MTN Zakhele Futhi (RF)					
Limited					

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

Ernst & Young Inc. has issued a factual finding report on the results.

Fairland 30 May 2023

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

Joint sponsor Tamela Holdings Proprietary Limited