

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:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary 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
Ordinary 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
Ordinary resolution number 3					

3.1	To elect SLA Sanusi as a member of the Social, Ethics and Sustainability Committee	99.99	0.01	1,557,156,569	82.64	0.15
3.2	To elect SP Miller as a member of the Social, Ethics and Sustainability Committee	99.51	0.49	1,557,156,569	82.64	0.15
3.3	To elect NL Sowazi as a member of the Social, Ethics and Sustainability Committee	98.90	1.10	1,557,156,569	82.64	0.15
3.4	To elect KDK Mokhele as a member of the Social, Ethics and Sustainability Committee	99.24	0.76	1,557,156,569	82.64	0.15
3.5	To elect N Newton-King as a member of the Social, Ethics and Sustainability Committee	100.00	0.00	1,557,157,269	82.64	0.15
Ordinary resolution number 4						
	Re-appointment of Ernst & Young Inc. as an auditor of the Company	99.60	0.40	1,557,189,330	82.64	0.15
Ordinary resolution number 5						
	General authority for directors to allot and issue authorised but unissued ordinary shares	89.95	10.05	1,557,192,649	82.64	0.15
Ordinary resolution number 6						
	General authority for directors to allot and issue ordinary shares for cash	83.62	16.38	1,557,193,979	82.64	0.15
Ordinary resolution number 7						
	Non-binding advisory vote – endorsement of the Company's remuneration policy	95.24	4.76	1,557,189,714	82.64	0.15
Ordinary resolution number 8						
	Non-binding advisory vote – endorsement of the Company's remuneration implementation report	95.12	4.88	1,557,189,044	82.64	0.15
		TOTAL SHARES VOTED				SHARES ABSTAINED
RESOLUTION		FOR (%)	AGAINST (%)	NUMBER	%*	%*
Special resolution number 1						
1.1	To approve remuneration payable to MTN Group Board Local Chairman	97.68	2.32	1,557,123,411	82.64	0.15
1.2	To approve remuneration payable to MTN Group Board International Chairman	97.69	2.31	1,557,122,961	82.64	0.15
1.3	To approve remuneration payable to MTN Group Board Local member	99.97	0.03	1,557,123,411	82.64	0.15

1.4	To approve remuneration payable to MTN Group Board International member	98.15	1.85	1,557,123,411	82.64	0.15
1.5	To approve remuneration payable to MTN Group Board Local Lead Independent director	99.97	0.03	1,557,123,411	82.64	0.15
1.6	To approve remuneration payable to MTN Group Board International Lead Independent director	98.15	1.85	1,557,124,711	82.64	0.15
1.7	To approve remuneration payable to Human Capital and Remuneration Committee Local Chairman	99.97	0.03	1,557,123,411	82.64	0.15
1.8	To approve remuneration payable to Human Capital and Remuneration Committee International Chairman	98.15	1.85	1,557,124,261	82.64	0.15
1.9	To approve remuneration payable to Human Capital and Remuneration Committee Local member	99.94	0.06	1,557,122,411	82.64	0.15
1.10	To approve remuneration payable to Human Capital and Remuneration Committee International member	98.15	1.85	1,557,123,711	82.64	0.15
1.11	To approve remuneration payable to Social, Ethics and Sustainability Committee Local Chairman	99.94	0.06	1,557,127,622	82.64	0.15
1.12	To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman	98.12	1.88	1,557,128,922	82.64	0.15
1.13	To approve remuneration payable to Social, Ethics and Sustainability Committee Local member	99.97	0.03	1,557,127,622	82.64	0.15
1.14	To approve remuneration payable to Social, Ethics and Sustainability Committee International member	98.12	1.88	1,557,128,922	82.64	0.15
1.15	To approve remuneration payable to Audit Committee Local Chairman	99.97	0.03	1,557,123,411	82.64	0.15
1.16	To approve remuneration payable to Audit Committee International Chairman	97.65	2.35	1,557,124,261	82.64	0.15

1.17 To approve remuneration payable to Audit Committee Local member	99.97	0.03	1,557,123,411	82.64	0.15
1.18 To approve remuneration payable to Audit Committee International member	98.15	1.85	1,557,124,711	82.64	0.15
1.19 To approve remuneration payable to Risk Management and Compliance Committee Local Chairman	99.97	0.03	1,557,123,411	82.64	0.15
1.20 To approve remuneration payable to Risk Management and Compliance Committee International Chairman	97.49	2.51	1,557,124,261	82.64	0.15
1.21 To approve remuneration payable to Risk Management and Compliance Committee Local member	99.97	0.03	1,557,122,411	82.64	0.15
1.22 To approve remuneration payable to Risk Management and Compliance Committee International member	98.15	1.85	1,557,123,711	82.64	0.15
1.23 To approve remuneration payable to Finance and Investment Committee Local Chairman	99.97	0.03	1,557,123,411	82.64	0.15
1.24 To approve remuneration payable to Finance and Investment Committee International Chairman	99.97	0.03	1,557,124,261	82.64	0.15
1.25 To approve remuneration payable to Finance and Investment Committee Local member	99.97	0.03	1,557,123,411	82.64	0.15
1.26 To approve remuneration payable to Finance and Investment Committee International member	99.97	0.03	1,557,124,711	82.64	0.15
1.27 To approve remuneration payable to Ad Hoc Strategy Committee Local Chairman	98.15	1.85	1,557,123,411	82.64	0.15
1.28 To approve remuneration payable to Ad Hoc Strategy Committee International Chairman	98.15	1.85	1,557,124,411	82.64	0.15
1.29 To approve remuneration payable to Ad Hoc Strategy Committee Local member	98.15	1.85	1,557,123,411	82.64	0.15

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					
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 assistance to MTN Zakhele Futhi (RF) Limited	99.81	0.19	1,556,600,621	82.61	0.18
---	-------	------	---------------	-------	------

* 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