

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 THE 29th ANNUAL GENERAL MEETING HELD ON 24 MAY 2024

Shareholders are advised that at the 29th Annual General Meeting (AGM) held on Friday, 24 May 2024 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 25 April 2024, 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 1,560,150,881 or 82.80% of MTN's issued share capital as of Friday, 17 May 2024, 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 SN Mabaso-Koyana as a director	97.45	2.55	1,556,931,419	82.63	0.17
1.2 Re-election of SP Miller as a director	99.63	0.37	1,557,278,579	82.65	0.15
1.3 Re-election of NL Sowazi as a director	97.47	2.53	1,557,304,938	82.65	0.15
1.4 Re-election of TBL Molefe as a director	98.53	1.47	1,557,305,267	82.65	0.15
Ordinary resolution number 2					
2.1 Election of SN Mabaso-Koyana as a member of the Audit Committee	97.62	2.38	1,556,931,390	82.63	0.17
2.2 Election of CWN Molohe as a member of the Audit Committee	92.53	7.47	1,557,305,267	82.65	0.15
2.3 Election of NP Gosa as a member of the Audit Committee	98.41	1.59	1,557,305,267	82.65	0.15
2.4 Election of VM Rague as a member of the Audit Committee	99.71	0.29	1,557,305,267	82.65	0.15
2.5 Election of T Pennington as a member of the Audit Committee	99.92	0.08	1,557,305,267	82.65	0.15
Ordinary resolution number 3					

3.1	Election of NL Sowazi as a member of the Social, Ethics and Sustainability Committee	98.64	1.36	1,557,305,267	82.65	0.15
3.2	Election of SP Miller as a member of the Social, Ethics and Sustainability Committee	99.62	0.38	1,557,278,579	82.65	0.15
3.3	Election of SLA Sanusi as a member of the Social, Ethics and Sustainability Committee	99.93	0.07	1,557,305,267	82.65	0.15
3.4	Election of KDK Mokhele as a member of the Social, Ethics and Sustainability Committee	99.71	0.29	1,557,305,267	82.65	0.15
3.5	Election of N Newton-King as a member of the Social, Ethics and Sustainability Committee	99.88	0.12	1,557,305,267	82.65	0.15
Ordinary resolution number 4						
	Appointment of Ernst & Young Inc. as an auditor of the Company	99.92	0.08	1,557,306,067	82.65	0.15
Ordinary resolution number 5						
	General authority for directors to allot and issue authorised but unissued ordinary shares	93.03	6.97	1,544,882,130	81.99	0.81
Ordinary resolution number 6						
	General authority for directors to allot and issue ordinary shares for cash	87.65	12.35	1,544,882,480	81.99	0.81
Ordinary resolution number 7						
	Non-binding advisory vote on the Company's remuneration policy	97.43	2.57	1,557,277,279	82.65	0.15
Ordinary resolution number 8						
	Non-binding advisory vote on the Company's remuneration implementation report	95.73	4.27	1,554,911,861	82.52	0.28
				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	99.98	0.02	1,557,217,237	82.64	0.16
1.2	Proposed approval of remuneration payable to MTN Group Board International Chairman	99.24	0.76	1,557,217,346	82.64	0.16
1.3	Proposed approval of remuneration payable to MTN Group Board Local member	100.00	0.00	1,557,217,346	82.64	0.16
1.4	Proposed approval of remuneration payable to MTN	98.90	1.10	1,557,217,346	82.64	0.16

	Group Board International member					
1.5	Proposed approval of remuneration payable to MTN Group Board Local Lead Independent director	100.00	0.00	1,557,217,346	82.64	0.16
1.6	Proposed approval of remuneration payable to MTN Group Board International Lead Independent director	98.90	1.10	1,557,243,705	82.64	0.15
1.7	Proposed approval of remuneration payable to Human Capital and Remuneration Committee Local Chairman	100.00	0.00	1,557,217,017	82.64	0.16
1.8	Proposed approval of remuneration payable to Human Capital and Remuneration Committee International Chairman	100.00	0.00	1,557,217,017	82.64	0.16
1.9	Proposed approval of remuneration payable to Human Capital and Remuneration Committee Local member	100.00	0.00	1,557,217,017	82.64	0.16
1.10	Proposed approval of remuneration payable to Human Capital and Remuneration Committee International member	100.00	0.00	1,557,217,017	82.64	0.16
1.11	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee Local Chairman	99.23	0.77	1,557,249,566	82.64	0.15
1.12	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee International Chairman	100.00	0.00	1,557,249,566	82.64	0.15
1.13	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee Local member	100.00	0.00	1,557,222,878	82.64	0.16
1.14	Proposed approval of remuneration payable to Social, Ethics and Sustainability Committee International member	100.00	0.00	1,557,222,878	82.64	0.16

1.15 Proposed approval of remuneration payable to Audit Committee Local Chairman	100.00	0.00	1,557,216,667	82.64	0.16
1.16 Proposed approval of remuneration payable to Audit Committee International Chairman	100.00	0.00	1,557,217,017	82.64	0.16
1.17 Proposed approval of remuneration payable to Audit Committee Local member	100.00	0.00	1,557,216,908	82.64	0.16
1.18 Proposed approval of remuneration payable to Audit Committee International member	100.00	0.00	1,557,216,908	82.64	0.16
1.19 Proposed approval of remuneration payable to Risk Management and Compliance Committee Local Chairman	99.23	0.77	1,557,216,558	82.64	0.16
1.20 Proposed approval of remuneration payable to Risk Management and Compliance Committee International Chairman	100.00	0.00	1,557,243,596	82.64	0.15
1.21 Proposed approval of remuneration payable to Risk Management and Compliance Committee Local member	99.23	0.77	1,557,243,596	82.64	0.15
1.22 Proposed approval of remuneration payable to Risk Management and Compliance Committee International member	100.00	0.00	1,557,243,596	82.64	0.15
1.23 Proposed approval of remuneration payable to Finance and Investment Committee Local Chairman	100.00	0.00	1,557,219,758	82.64	0.16
1.24 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman	100.00	0.00	1,557,216,908	82.64	0.16
1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member	100.00	0.00	1,557,216,908	82.64	0.16
1.26 Proposed approval of remuneration payable to Finance and Investment	100.00	0.00	1,557,216,908	82.64	0.16

Committee International member					
1.27 Proposed approval of remuneration payable to Ad Hoc Strategy Committee Local Chairman (including from its establishment in 2023)	100.00	0.00	1,557,242,812	82.64	0.15
1.28 Proposed approval of remuneration payable to Ad Hoc Strategy Committee International Chairman (including from its establishment in 2023)	100.00	0.00	1,557,243,596	82.64	0.15
1.29 Proposed approval of remuneration payable to Ad Hoc Strategy Committee Local member (including from its establishment in 2023)	100.00	0.00	1,557,243,596	82.64	0.15
1.30 Proposed approval of remuneration payable to Ad Hoc Strategy Committee International member (including from its establishment in 2023)	100.00	0.00	1,557,243,596	82.64	0.15
1.31 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee Local Chairman	100.00	0.00	1,557,216,908	82.64	0.16
1.32 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee International Chairman	100.00	0.00	1,557,216,558	82.64	0.16
1.33 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee Local member	100.00	0.00	1,557,216,908	82.64	0.16
1.34 Proposed approval of remuneration payable to Directors Affairs and Corporate Governance Committee International member	100.00	0.00	1,557,216,908	82.64	0.16
Special resolution number 2					
To approve the repurchase of the Company's shares	99.26	0.74	1,556,892,700	82.63	0.17
Special resolution number 3					

To approve the granting of financial assistance to subsidiaries and other related and interrelated entities	98.74	1.26	1,557,305,179	82.65	0.15
Special resolution number 4					
To approve the granting of financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries	96.06	3.94	1,557,304,785	82.65	0.15
Special resolution number 5					
To approve the granting of financial assistance to MTN Zakhele Futhi (RF) Limited	100.00	0.00	1,556,808,336	82.62	0.18

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

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

Fairland
27 May 2024

Lead Sponsor
Tamela Holdings Proprietary Limited

Joint Sponsor
J.P. Morgan Equities (SA) Proprietary Limited