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:

| | | | SHARES ABSTAINED | | | |
|------------------------------|--|------------|---------------------|---------------|-------|------|
| RESOLUTION | | 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 Molope 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 |
| Ordi | 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 |
| | | 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 0.16 100.00 1,557,216,908 82.64 0.16 100.00 1,557,216,908 1,557,216 | 4.45 B | 100.00 | 0.00 | 4 557 246 667 | 02.64 | 0.46 |
|--|-------------------------------|----------|------|---------------|----------|------|
| Committee Local Chairman 100.00 0.00 1,557,216,908 82.64 0.16 | 1 | 100.00 | 0.00 | 1,557,216,667 | 82.64 | 0.16 |
| 1.16 Proposed approval of remuneration payable to Audit Committee International Chairman 1.00.00 1,557,216,908 82.64 0.16 1.00.00 1. | | | | | | |
| Temuneration payable to Audit Committee International Chairman | | 400.00 | 0.00 | 4 557 247 247 | 00.64 | 0.16 |
| Committee International Chairman 1.00.00 1.557,216,908 32.64 0.16 | | 100.00 | 0.00 | 1,55/,21/,01/ | 82.64 | 0.16 |
| Chairman | | | | | | |
| 1.17 Proposed approval of remuneration payable to Audit Committee Local member 1.18 Proposed approval of remuneration payable to Audit Committee International member 1.19 Proposed approval of remuneration payable to Risk Management and Compliance Committee International Chairman 1.20 Proposed approval of remuneration payable to Risk Management and Compliance Committee International Chairman 1.21 Proposed approval of remuneration payable to Risk Management and Compliance Committee International Chairman 1.22 Proposed approval of remuneration payable to Risk Management and Compliance Committee Local member 1.22 Proposed approval of remuneration payable to Risk Management and Compliance Committee International member 1.23 Proposed approval of remuneration payable to Risk Management and Compliance Committee International member 1.24 Proposed approval of remuneration payable to Risk Management and Compliance Committee International member 1.25 Proposed approval of remuneration payable to Risk Management and Investment Committee International Chairman 1.24 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 100.00 1.557,216,908 82.64 0.16 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 100.00 1.557,216,908 82.64 0.16 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 100.00 1.557,216,908 82.64 0.16 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 100.00 1.557,216,908 82.64 0.16 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Loc | | | | | | |
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| member | · · | | | | | |
| 1.23 Proposed approval of remuneration payable to Finance and Investment Committee Local Chairman 1.24 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | | | | | | |
| remuneration payable to Finance and Investment Committee Local Chairman 1.24 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | | 100.00 | 0.00 | 4 040 | 00.04 | 0.10 |
| Finance and Investment Committee Local Chairman 1.24 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | | 100.00 | 0.00 | 1,55/,219,/58 | 82.64 | 0.16 |
| Committee Local Chairman 1.24 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance approval of remuneration payable to Finance approval of remuneration payable to | | | | | | |
| 1.24 Proposed approval of remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | | | | | | |
| remuneration payable to Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and proval of remuneration payable to The proposed approval of remuneration payable to 100.00 1,557,216,908 82.64 0.16 | | 1 | | | 1 | |
| Finance and Investment Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | | 100.00 | 0.00 | 1,557,216,908 | 82.64 | 0.16 |
| Committee International Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | · · · | | | | | |
| Chairman 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | | | | | | |
| 1.25 Proposed approval of remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to | | | | | | |
| remuneration payable to Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to 1.00.00 1.557,216,908 82.64 0.16 | | | | | | |
| Finance and Investment Committee Local member 1.26 Proposed approval of remuneration payable to 1.00.00 0.00 1,557,216,908 82.64 0.16 | 1.25 Proposed approval of | 100.00 | 0.00 | 1,557,216,908 | 82.64 | 0.16 |
| Committee Local member 1.26 Proposed approval of remuneration payable to 100.00 | remuneration payable to | | | | | |
| 1.26 Proposed approval of remuneration payable to 100.00 0.00 1,557,216,908 82.64 0.16 | Finance and Investment | | | | | |
| remuneration payable to | Committee Local member | <u> </u> | | | <u>L</u> | |
| remuneration payable to | 1.26 Proposed approval of | 100.00 | 0.00 | 1,557,216,908 | 82.64 | 0.16 |
| | 1 | | | | | |
| | Finance and Investment | | | | | |

| 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 |
| To approve the repurchase of the Company's shares Special resolution number 3 | 99.26 | 0.74 | 1,556,892,700 | 82.63 | 0.17 |
| openial resolution humber 5 | | | | | |

| To approve the granting of financial assistance to subsidiaries and other | 98.74 | 1.26 | 1,557,305,179 | 82.65 | 0.15 |
|---|--------|------|---------------|-------|------|
| related and interrelated entities | | | | | |
| 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