

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 GENERAL MEETING HELD ON MONDAY, 14 OCTOBER 2024

1. Introduction

MTN shareholders (Shareholders) are referred to the Company's announcement, released on the Stock Exchange News Services of the JSE Limited (SENS) on Friday, 13 September 2024 and published in the press on Monday, 16 September 2024, relating to the proposed extension of the scheduled maturity date of the 2016 MTN broad-based black economic empowerment scheme operated through MTN Zakhele Futhi (RF) Limited (MTNZF) (Scheme) and potential future specific repurchases by MTN of MTN shares from MTNZF on an unwind of the Scheme (Transaction), and the related circular of 13 September 2024 (Circular).

Capitalised terms not otherwise defined in this announcement have the meanings ascribed to them in the Circular.

2. Results of the General Meeting

Shareholders are advised that at the General Meeting the requisite majority of Shareholders passed the special resolutions set out in the Notice of General Meeting (Resolutions).

The total number of Shares in issue is 1,884,269,758 Shares.

The total number of Shares entitled to vote at the General Meeting was 1,807,434,380 Shares, being the Shares in issue excluding the Shares held by MTNZF and Shares held in treasury.

The total number of Shares present and represented, including proxies, at the General Meeting was 1,641,259,319 Shares, representing 90.81% of the total number of Shares entitled to vote at the General Meeting.

The voting results were as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Special resolution number 1					
Approval of the Proposed Transaction Extension and the 2016 MTN BEE Transaction Extension, including confirmation of the previous approval given in respect of Future Specific Repurchases in the form of NVF Repurchases, including during and after the Extension Period	99.95	0.05	1,638,917,793	86.98	0.12
Special resolution number 2					
Approval of Future Specific Repurchases in the form of Unwind Repurchases on an Unwind	99.95	0.05	1,638,906,418	86.98	0.12

* Expressed as a percentage of the total number of Shares in issue as at the voting record date.

3. Outstanding conditions precedent

Shareholders are reminded that, notwithstanding the approval of the resolutions referred to in paragraph 2 above, the Transaction remains subject to certain conditions precedent set out in the Circular. A joint announcement will be released by MTN and MTNZF on SENS and in the press as soon as possible after the fulfilment, deemed fulfilment, waiver or non-fulfilment, as the case may be, of these conditions' precedent.

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

By order of the Board
Group Company Secretary (cosecqueries@mtn.com)

Fairland
15 October 2024

Lead Sponsor
Tamela Holdings Proprietary Limited

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