



MTN Group Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1994/009584/06)
Share code: MTN
ISIN: ZAE000042164
(**MTN Group or the Company**)

ANNOUNCEMENT OF SPECIFIC REPURCHASES

1. Introduction

MTN Group shareholders (**Shareholders**) are referred to the joint announcement by the Company and MTN Zakhele Futhi (RF) Limited (**MTNZF**), released on the Stock Exchange News Service (**SENS**) of the JSE Limited on Tuesday, 12 November 2024, confirming the extension of the scheduled maturity date of the 2016 MTN Group broad-based black economic empowerment scheme operated through MTNZF (**Scheme**) by up to three years, from 23 November 2024 to 23 November 2027.

As set out in the circular to Shareholders dated 13 September 2024, a key purpose of the extension was to extend the opportunity for MTNZF to fully or partially unwind the Scheme during the extension, and in doing so fully or partially settle the preference share funding and the notional vendor funding (**NVF**) from MTN Group. In line with this purpose, MTNZF is implementing a full unwind of the Scheme and is settling the NVF in full, as further detailed below.

2. Full early unwind of the Scheme

MTNZF implemented an accelerated bookbuild offering, the results of which were announced by MTNZF on SENS on Thursday, 12 June 2025. As a result of the accelerated bookbuild offering, MTNZF sold 23 768 040 MTN Group shares, reducing MTNZF's shareholding from approximately 4% of MTN Group's issued share capital to approximately 2.74% of MTN Group's issued share capital. MTN Group's issued number of shares in terms of International Financial Reporting Standards (IFRS) Accounting Standards increased by 23 768 040 shares as a result of this offering.

Shareholders are advised that pursuant to:

- the specific authorities requested in the circulars to Shareholders dated 6 September 2016 and 13 September 2024 and provided by Shareholders at the general meetings held on 7 October 2016 and 14 October 2024;
- a request from MTNZF to approve the full early unwind of the Scheme, including an offer by MTNZF of the early settlement, in full, of the NVF provided by MTN Group; and
- the terms of the MTN Group 2016 Tranche 1 Subscription and Call Option Agreement entered into between MTN Group and MTNZF on or about 21 August 2016, as amended, pursuant to which the NVF was advanced to MTNZF (**NVF Agreement**),

and as a component part of the unwind of the Scheme, MTN Group will repurchase 50 590 890 MTN Group shares (**Repurchase Shares**) (representing approximately 2.68% of MTN Group's issued ordinary share capital) from MTNZF at a price of R0,0001 per share (**Repurchase Consideration**). The repurchase of the Repurchase Shares fully settles the outstanding balance of the NVF of R6 431 212 603. As provided for in the NVF Agreement, the number of Repurchase Shares was determined by dividing the NVF balance by the 30-day VWAP of an MTN Group share as at close of trading on Friday, 20 June 2025, being the business day

immediately before the date on which MTN Group purchases the Repurchase Shares. MTNZF is not a related party to MTN Group.

The Repurchases will be implemented on Wednesday, 25 June 2025 and the Repurchase Shares will be cancelled and delisted on or about Friday, 27 June 2025.

3. Effect of the Repurchases

The Repurchases will have the following impact on MTN Group's financial information:

- a reduction of MTN Group's cash resources and a corresponding operating expense in an amount equal to the Repurchase Consideration of R5 059.09;
- a reduction in post-tax interest income that would have been earned on the cash paid in respect of the Repurchases;
- the transaction costs incurred in relation to the Repurchases will be recorded as part of operating expenses of MTN Group. The operating expenses incurred will result in a reduction of MTN Group's cash resources and Shareholders' equity; and
- a decrease in the number of MTN Group shares in issue by 50 590 890 MTN Group shares. The number of MTN Group shares issued for accounting purposes remains unchanged after the Repurchases, as the MTN Group shares held by MTNZF were not deemed to be issued in terms of IFRS Accounting Standards.

The number of treasury shares held is unaffected by the Repurchases and therefore remains 760 979 MTN Group shares.

4. Repurchase Consideration

The aggregate Repurchase Consideration of R5 059.09 will be funded exclusively from the MTN group's available cash resources. MTN Group has sufficient cash resources to implement the Repurchases. The Repurchases are not conditional upon financing being procured from other sources. Settlement of the Repurchase Consideration will be implemented in full in accordance with the terms governing the Repurchases without regard to any lien, right of set-off, counterclaim or other analogous right to which the Company may otherwise be, or claim to be, entitled against MTNZF.

5. Directors' resolution and statement

After considering the effect of the Repurchases:

- the Company and the MTN group will be able, in the ordinary course of business, to pay their debts for a period of 12 months after the date of the Repurchases;
- the assets of the Company and the MTN group will exceed the liabilities of the Company and the MTN group for a period of 12 months after the date of the Repurchases;
- the share capital and reserves of the Company and the MTN group will be adequate for ordinary business purposes for a period of 12 months after the Repurchases;
- the working capital of the Company and the MTN group will be adequate for ordinary business purposes for a period of 12 months after the Repurchases; and
- the board of directors of the Company has authorised the Repurchases; the Company and its subsidiaries have passed the solvency and liquidity test; and, since the test was performed, there have been no material changes to the financial position of the MTN group.

6. Directors' interests

Shareholders are reminded, as per the disclosure in the consolidated annual financial statements of MTN Group for the year ended 31 December 2024, that Ralph Tendai Mupita, Group President and Chief Executive Officer of MTN Group, has an indirect beneficial interest in 33 562 shares in MTNZF and that Sindisiwe Ntombenhle Mabaso-Koyana, an independent non-executive director of MTN Group and a non-executive director of MTNZF, has an indirect beneficial interest in 50 000 shares in MTNZF.

Monday, 23 June 2025

Transaction and joint sponsor



Lead sponsor

J.P.Morgan

Financial advisor and sponsor to MTNZF



Legal and tax advisor

WEBBER WENTZEL
in alliance with > Linklaters

Financial advisor

