

# MTN GROUP LIMITED - Results of 24th Annual General Meeting.

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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 24th ANNUAL GENERAL MEETING

Shareholders of MTN are advised that at the 24th Annual General Meeting ("AGM") held on Thursday, 23 May 2019 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 18 April 2019, were passed by the requisite majority of votes of shareholders entitled to vote being present in person and/or represented by proxy.

The total number of shares present and represented, including proxies, at the meeting was 1 460 012 369 or 77.48% of MTN's issued share capital as at Friday, 17 May 2019, being the Voting Record Date.

\*Expressed as a percentage of 1 884 269 758 MTN ordinary shares in issue

as at the Voting Record Date. PricewaterhouseCoopers Inc. issued a factual findings report on the results.

The voting results were as follows:

RESOLUTION	TOTAL SHARES VOTED		SHARES	
	FOR	ABSTAINED	NUMBER	%*
	(%)	AGAINST (%)		
Ordinary resolution number 1				
1.1 Election of MH Jonas	99.3			77.3
as a director	0	0.70	1 458 163 648	0.10
1.2 Election of KDK	93.7			77.3
Mokhele as a director	4	6.26	1 456 917 918	0.16
1.3 Election of BS				
Tshabalala as a	99.9			77.3
director	9	0.01	1 456 921 153	0.16
1.4 Re-election of S				
	99.9			77.3

Kheradpir as a		0.02	1 456 920 635		0.16
director	8			2	
1.5 Re-election of KP	93.7			77.3	
		6.30	1 456 921 468		0.16
Kalyan as a director	0			2	
1.6 Re-election of AT	88.7			77.3	
		11.27	1 456 921 335		0.16
Mikati as a director	3			2	
1.7 Re-election of J van	89.8	77.3			
		10.20	1 456 921 601		0.16
Rooyen as a director	0			2	
					SHARES
					TOTAL SHARES VOTED
					ABSTAINED
			1		
	FOR	AGAINST			
			NUMBER	%*	%*
RESOLUTION	(%)	(%)			
1.8 Re-election of MLD	99.3			77.3	
		0.65	1 456 921 151		0.16
Marole as a director	5		2		
1.9 Re-election of NP	96.6			77.3	
		3.31	1 456 921 151		0.16
Mageza as a director	9			2	

1.10 Re-election of A	79.9			76.8	
		20.08	1 447 151 943		0.68
Harper as a director	2			0	
Ordinary resolution					
number 2					
2.1 Election of KC Ramon	99.9			73.2	
as a member of the		0.01	1 380 081 942		0.16
	9			4	
audit committee					
2.2 Election of PB					
Hanratty as a member	99.9			77.3	
		0.01	1 456 926 020		0.16
of the audit	9			2	
committee					
2.3 Election of NP Mageza					
	96.7			77.3	
as a member of the		3.22	1 456 917 851		0.16
	8			2	
audit committee					
2.4 Election of J van					
	92.9			77.3	
Rooyen as a member of		7.08	1 456 926 301		0.16
	2			2	
the audit committee					

Ordinary resolution

number 3

Re-appointment of

PricewaterhouseCoopers 61.9 77.3

38.09 1 458 306 107 0.09

Inc. as an auditor of the 1 9

Company

Ordinary resolution

number 4

Re-appointment of

SizweNtsalubaGobodo 67.6 77.3

32.38 1 458 306 107 0.09

Gr0ant Thornton Inc. as 2 9

an auditor of the Company

Ordinary resolution

number 5

General authority for

92.7 77.3

directors to allot and 7.23 1 458 302 120 0.09

7 9

issue ordinary shares

Ordinary resolution

number 6

General authority for

directors to allot and	84.1		77.3	
		15.83	1 458 302 464	0.09
issue ordinary shares for	7		9	
cash				

2  
SHARES

TOTAL SHARES VOTED

ABSTAINED

RESOLUTION	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary resolution number 7 Non-binding advisory vote on the Company's remuneration policy Ordinary resolution number 8 Non-binding advisory vote on the Company's remuneration	82.2 0	17.80	1 448 521 098	76.8 7	0.61
	78.5	21.48	1 417 140 870	75.2	2.28
	2			1	

implementation report

Special resolution number

1

Proposed approval of

92.0

73.3

remuneration payable to

8.00

1 381 245 175

0.10

0

0

non-executive directors

Special resolution number

2

Repurchase of the

99.7

77.3

0.26

1 458 177 836

0.10

Company's shares

4

9

Special resolution number

3

Financial assistance to

subsidiaries and other

99.4

77.3

0.60

1 458 311 576

0.09

related and interrelated

0

9

entities

Special resolution number

4

Financial assistance to

directors	and/or				
		95.1		77.3	
prescribed officers and		4.90	1 458 303 313		0.09
		0		9	
employee share scheme					
beneficiaries					

Fairland  
27 May 2019

Lead sponsor  
JP Morgan Equities (SA) Proprietary Limited

Joint sponsor

3

Tamela Holdings Proprietary Limited

4



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