

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 25<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 21 MAY 2020

Shareholders are advised that at the 25<sup>th</sup> Annual General Meeting ("AGM") held on Thursday, 21 May 2020 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 24 April 2020, 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 1 321 489 046 or 70.13% of MTN's issued share capital as at Friday, 15 May 2020, being the Voting Record Date.

The voting results were as follows:

	TOTAL SHARES VOTED				SHARES ABSTAINED
RESOLUTION	FOR (%)	AGAINST (%)	NUMBER	%*	%*
<b>Ordinary resolution number 1</b>					
1.1 Election of L Sanusi as a director	99.82	0.18	1 321 489 046	70.13	0.16
1.2 Election of V Rague as a director	94.75	5.25	1 321 489 046	70.13	0.16
1.3 Re-election of S Miller as a director	99.81	0.19	1 321 489 046	70.13	0.16
1.4 Re-election of P Hanratty as a director	96.90	3.10	1 321 489 046	70.13	0.13
1.5 Re-election of N Sowazi as a director	94.46	5.54	1 321 489 046	70.13	0.16
1.6 Re-election of AT Mikati as a director	85.04	14.96	1 321 489 046	70.13	0.16
	TOTAL SHARES VOTED				SHARES ABSTAINED
RESOLUTION	FOR (%)	AGAINST (%)	NUMBER	%*	%*
<b>Ordinary resolution number 2</b>					
2.1 Election of KC Ramon as a member of the audit committee	99.54	0.46	1 321 489 046	70.13	0.16

2.2	Election of B Tshabalala as a member of the audit committee	96.20	3.80	1 321 489 046	70.13	0.16
2.3	Election of V Rague as a member of the audit committee	99.27	0.73	1 321 489 046	70.13	0.16
2.4	Election of PB Hanratty as a member of the audit committee	97.47	2.53	1 321 489 046	70.13	0.13
<b>Ordinary resolution number 3</b>						
3.1	Election of L Sanusi as a member of the Social and Ethics committee	99.90	0.10	1 321 489 046	70.13	0.16
3.2	Election of S Miller as a member of the Social and Ethics committee	99.89	0.11	1 321 489 046	70.13	0.16
3.3	Election of N Sowazi as a member of the Social and Ethics committee	98.85	1.15	1 321 489 046	70.13	0.16
3.4	Election of K Mokhele as a member of the Social and Ethics committee	94.61	5.39	1 321 489 046	70.13	0.16
<b>Ordinary resolution number 4</b>						
	Re-appointment of PricewaterhouseCoopers Inc. as an auditor of the Company	68.01	31.99	1 321 489 046	70.13	0.28
<b>Ordinary resolution number 5</b>						
	Re-appointment of SizweNtsalubaGobodo Grant Thornton Inc. as an auditor of the Company	92.11	7.89	1 321 489 046	70.13	0.13
<b>Ordinary resolution number 6</b>						
	Appointment of Ernst & Young as an auditor of the Company	99.48	0.52	1 321 489 046	70.13	0.13
<b>Ordinary resolution number 7</b>						
	General authority for directors to allot and issue ordinary shares	82.13	17.87	1 321 489 046	70.13	0.13
<b>Ordinary resolution number 8</b>						
	General authority for directors to allot and issue ordinary shares for cash	81.58	18.42	1 321 489 046	70.13	0.18
<b>Ordinary resolution number 9</b>						
	Non-binding advisory vote on the Company's remuneration policy	59.70	40.30		70.13	0.13

			1 321 489 046		
	<b>TOTAL SHARES VOTED</b>				<b>SHARES ABSTAINED</b>
<b>RESOLUTION</b>	<b>FOR (%)</b>	<b>AGAINST (%)</b>	<b>NUMBER</b>	<b>%*</b>	<b>%*</b>
<b>Ordinary resolution number 10</b>					
Non-binding advisory vote on the Company's remuneration implementation report	66.80	33.20	1 321 489 046	70.13	0.13
<b>Special resolution number 1</b>					
Proposed approval of remuneration payable to non-executive directors	76.27	23.73	1 321 489 046	70.13	3.04
<b>Special resolution number 2</b>					
Repurchase of the Company's shares	99.30	0.70	1 321 489 046	70.13	0.14
<b>Special resolution number 3</b>					
Financial assistance to subsidiaries and other related and interrelated entities	94.22	5.78	1 321 489 046	70.13	0.12
<b>Special resolution number 4</b>					
Financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries	95.49	4.51	1 321 489 046	70.13	0.12

\*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 finding report on the results.

Shareholders are further advised that due to ordinary resolutions numbers 9 and 10 relating to the non-binding advisory votes on the Company's remuneration policy and implementation report being voted against by more than 25% of the voting rights exercised at the AGM held on Thursday, 21 May 2020, an invitation will be extended to such dissenting shareholders to engage with the Company. Further details on the shareholder engagements will be announced on SENS in due course.

It is further noted, that a few shareholders have already engaged with the Company on their concerns regarding the remuneration policy and implementation report during the Governance Roadshows held on 7- 12 May 2020. Their concerns are being considered.

Fairland  
22 May 2020

Lead sponsor  
Tamela Holdings Proprietary Limited

Joint sponsor  
JP Morgan Equities (SA) Proprietary Limited