

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 ANNUAL GENERAL MEETING

Shareholders of MTN are advised that at the 23rd Annual General Meeting ("AGM") held on Thursday, 24 May 2018 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of Annual General Meeting dated 29 March 2018, were passed by the requisite majority of votes of shareholders present in person or represented by proxy.

The total number of shares present/represented, including proxies, at the meeting was **1 595 499 156** or **84.67%** of MTN's issued share capital as at Friday, 18 May 2018, being the Voting Record Date.

The voting results were as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary resolution number 1					
1.1 Re-election of KC Ramon as a director	99.61	0.39	1 593 558 321	84.57	0.10
1.2 Re-election of A Harper as a director	77.88	22.12	1 582 157 717	83.97	0.71
1.3 Re-election of NP Mageza as a director	98.91	1.09	1 593 561 546	84.57	0.10
1.4 Re-election of MLD Marole as a director	99.77	0.23	1 593 563 160	84.57	0.10
1.5 Re-election of KP Kalyan as a director	97.24	2.76	1 593 557 200	84.57	0.10
1.6 Re-election of AT Mikati as a director	86.95	13.05	1 592 389 140	84.51	0.17
1.7 Re-election of J van Rooyen as a director	92.10	7.90	1 592 383 007	84.51	0.17
Ordinary resolution number 2					
2.1 Election of KC Ramon as a member of the audit committee	99.66	0.34	1 593 557 215	84.57	0.10
2.2 Election of PB Hanratty as a member of the audit committee	99.96	0.04	1 594 080 617	84.60	0.08

2.3	Election of NP Mageza as a member of the audit committee	97.85	2.15	1 593 562 987	84.57	0.10
2.4	Election of J van Rooyen as a member of the audit committee	96.49	3.51	1 588 432 755	84.30	0.38
Ordinary resolution number 3						
	Re-appointment of PricewaterhouseCoopers Inc. as an auditor of the Company	67.82	32.18	1 593 610 730	84.57	0.10
Ordinary resolution number 4						
	Re-appointment of SizweNtsalubaGobodo Inc. as an auditor of the Company	68.90	31.10	1 594 084 609	84.60	0.08
Ordinary resolution number 5						
	General authority for directors to allot and issue ordinary shares	84.71	15.29	1 594 088 283	84.60	0.07
Ordinary resolution number 6						
	General authority for directors to allot and issue ordinary shares for cash	84.49	15.51	1 594 087 745	84.60	0.07
Ordinary resolution number 7						
	Non-binding advisory vote on the Company's remuneration policy	93.80	6.20	1 586 393 180	84.19	0.48
Ordinary resolution number 8						
	Non-binding advisory vote on the Company's remuneration implementation report	68.17	31.83	1 574 342 764	83.55	1.12
Special resolution number 1						
	Proposed approval of remuneration payable to non-executive directors	96.32	3.68	1 586 384 981	84.19	0.48
Special resolution number 2						
	Repurchase of the Company's shares	99.65	0.35	1 593 485 653	84.57	0.11
Special resolution number 3						
	Financial assistance to subsidiaries and other related and interrelated entities	99.93	0.07	1 592 914 150	84.54	0.14

Special resolution number 4 Financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries	98.11	1.89	1 585 742 797	84.16	0.52
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*Expressed as a percentage of **1 884 269 758** MTN ordinary shares in issue as at the Voting Record Date.

Shareholders are further advised that due to ordinary resolution number 8 relating to the non-binding advisory vote on the Company's remuneration implementation report being voted against by more than 25% of shareholders present in person or represented by proxy at its 23rd AGM held on Thursday, 24 May 2018, an invitation is extended to such dissenting shareholders to engage with the company as follows:

- 1) Dissenting shareholders are further invited to forward their concerns/questions on the remuneration implementation report to the group secretary in writing by close of business on Friday, 1 June 2018;
- 2) All dissenting shareholders to confirm their engagement to the group secretary by no later than close of business on Friday, 1 June 2018; and
- 3) A telephone conference has been arranged for Tuesday, 5 June 2018 from 12h00 to 13h00 (SA time).

Group Secretary: Bongji Mtshali
Bongji.Mtshali@mtn.com

28 May 2018

Sponsor
Deutsche Securities (SA) Proprietary Limited