



The internet café project

Background

The Ugandan Communications Commission aims to increase internet access and use in rural areas.

Solution

MTN Uganda has established 22 internet cafes to date, managing and operating internet access for a period of five years. The UCC advised MTN on where the cafes should be located. Each internet café has at least five computers, with an on-site server and solar power for equipment, printers and lighting.

Shareholder information

Notice of the seventeenth annual
general meeting
Shareholders' information



Notice of the seventeenth annual general meeting

MTN Group Limited

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

This document is important and requires your immediate attention

If you are in any doubt about what action you should take, consult your broker, Central Securities Depository Participant (CSDP), legal adviser, banker, financial adviser, accountant or other professional adviser immediately.

If you have disposed of all your shares in MTN Group, please forward this document, together with the enclosed form of proxy, to the purchaser of such shares or the broker, banker or other agent through whom you disposed of such shares.

Included in this document are:

- The notice of meeting, setting out the resolutions to be proposed thereat, together with explanatory notes. There are also guidance notes if you wish to attend the meeting (for which purpose the meeting location map is included) or to vote by proxy.
- A proxy form for use by shareholders holding MTN Group ordinary shares in certificated form or recorded in sub-registered electronic form in "own name".

Shareholders on the MTN Group share register who have dematerialised their ordinary shares through STRATE, other than those whose shareholding is recorded in their "own name" in the sub-register maintained by their CSDP, and who wish to attend the meeting in person, will need to request their CSDP or broker to provide them with the necessary authority to do so in terms of the custody agreement entered into between the dematerialised shareholders and their CSDP or broker.

A shareholder (including certificated shareholders and dematerialised shareholders who hold their shares with "own name" registration) who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, participate in and vote at the meeting in the place of the shareholder. A proxy does not have to be a shareholder of the Company but must be an individual.

The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the annual general meeting and participating and voting in person thereat to the exclusion of any such proxy. A form of proxy for use at the meeting is attached.

NOTICE TO SHAREHOLDERS: ANNUAL GENERAL MEETING (AGM)

Notice is hereby given to shareholders as at the record date of 18 May 2012, that the seventeenth annual general meeting of shareholders of the MTN Group will be held in the Auditorium, Phase II, Level 0, 216 – 14th Avenue, Fairland, Gauteng, on Tuesday, 29 May 2012 at 14:30 (South African time), to (i) deal with such other business as may lawfully be dealt with at the meeting and (ii) consider and, if deemed fit, to pass, with or without modification, the following ordinary and special resolutions, in the manner required by the Companies Act, 71 of 2008, as amended (“**Companies Act**”), as read with the JSE Limited Listings Requirements (“**JSE Listings Requirements**”), which meeting is to be participated in and voted at by shareholders as at the record date of 11 May 2012 (as contemplated in section 62(3)(a), read with section 59 of the Companies Act); and (ii) deal with such other business as may be lawfully dealt with at the meeting:

NB: Section 63(1) of the Companies Act – Identification of meeting participants

Kindly note that meeting participants (including proxies) are required to provide reasonably satisfactory identification and evidence of authority (where applicable) before being entitled to attend or participate in a shareholders’ meeting. Forms of identification include valid identity documents, driver’s licences and passports.

When reading the resolutions below, please refer to the explanatory notes for AGM resolutions on pages 224 to 226.

For the purposes hereof “Group” shall bear the meaning assigned to it by the JSE Listings Requirements, which defines “Group” as a holding company, not itself being a wholly owned subsidiary, together with all companies which are its subsidiaries.

Presentation of annual financial statements

The consolidated audited annual financial statements of the Company and its subsidiaries (as approved by the board of directors of the Company), including the directors’ report, the audit committee report and the external auditors’ report for the year ended 31 December 2011, have been distributed as required and will be presented to shareholders.

The complete annual financial statements are set out on pages 88 to 207 of the integrated business report.

1. ORDINARY RESOLUTION NUMBER 1.1 TO 1.4:***Re-election of directors***

To elect by separate resolutions directors of the Company in accordance with the Companies Act and the Company’s memorandum of incorporation which provides that at least one-third of the directors, being those longest in office at the date of the annual general meeting, should retire, but that such directors may offer themselves for re-election.

Notice of the seventeenth annual general meeting *continued*

1.1 Ordinary resolution number 1.1

"Resolved that AP Harper, who retires by rotation in terms of the memorandum of incorporation of the Company and who is eligible and available for re-election, is re-elected as a director of the Company"; and

1.2 Ordinary resolution number 1.2

"Resolved that MLD Marole, who retires by rotation in terms of the memorandum of incorporation of the Company and who is eligible and available for re-election, is re-elected as a director of the Company"; and

1.3 Ordinary resolution number 1.3

"Resolved that NP Mageza, who retires by rotation in terms of the memorandum of incorporation of the Company and who is eligible and available for re-election, is re-elected as a director of the Company"; and

1.4 Ordinary resolution number 1.4

"Resolved that AF van Biljon, who retires by rotation in terms of the memorandum of incorporation of the Company and who is eligible and available for re-election, is re-elected as a director of the Company."

A brief CV in respect of each director standing for re-election appears on pages 16 and 19 of the integrated business report.

2. ORDINARY RESOLUTION NUMBER 2.1 TO 2.4:

Appointment of audit committee

2.1 Ordinary resolution number 2.1

"Resolved that AF van Biljon be elected a member and chairperson of the audit committee, with effect from the end of this meeting in terms of section 94(2) of the Companies Act, subject to his re-election as a director pursuant to ordinary resolution number 1.4"; and

2.2 Ordinary resolution number 2.2

"Resolved that J van Rooyen be elected a member of the audit committee, with effect from the end of this meeting in terms of section 94(2) of the Companies Act"; and

2.3 Ordinary resolution number 2.3

"Resolved that NP Mageza be elected a member of the audit committee, with effect from the end of this meeting in terms of section 94(2) of the Companies Act, subject to his re-election as a director pursuant to ordinary resolution number 1.3"; and

2.4 Ordinary resolution number 2.4

"Resolved that MJN Njeke be elected a member of the audit committee, with effect from the end of this meeting in terms of section 94(2) of the Companies Act."

3. ORDINARY RESOLUTION NUMBER 3:
Reappointment of joint independent auditors

“Resolved that PricewaterhouseCoopers Inc. and SizweNtsalubaGobodo Inc are reappointed as joint auditors of the Company (for the financial year ending 31 December 2012) until the conclusion of the next annual general meeting.”

4. ORDINARY RESOLUTION NUMBER 4:
General authority to directors to allot and issue ordinary shares

“Resolved that, as required by and subject to the Company’s memorandum of incorporation, and subject to the provisions of the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, the directors are authorised, as they in their discretion think fit, to allot, issue and grant options over shares and to undertake to allot, issue and grant options over shares

- representing not more than 10% of the number of ordinary shares in issue as at 31 December 2011 (i.e. 188 481 157 ordinary shares);
- separately, such shares as have been reserved to be allotted and issued by the Company in terms of its share and other employee incentive schemes (i.e. 5% of the unissued ordinary shares),

from the authorised but unissued ordinary shares of 0,01 cent each in the share capital of the Company, such authority to endure until the forthcoming annual general meeting of the Company (whereupon this authority shall lapse, unless it is renewed at the aforementioned annual general meeting), provided that it shall not extend beyond 15 months of the date of this meeting.”

ADVISORY ENDORSEMENT

Endorsement of the remuneration philosophy (policy)

To endorse, through a non-binding advisory vote, the Company’s remuneration policy (excluding the remuneration of the non-executive directors and the members of board and statutory committees for their services as directors and members of committees), as set out in the Remuneration Report contained in the integrated business report on pages 58 and 73.

Notice of the seventeenth annual general meeting *continued*

SPECIAL RESOLUTIONS

1. SPECIAL RESOLUTION NUMBER 1:

Proposed increase of remuneration payable to non-executive directors

"Resolved, in terms of article 73(b) of the memorandum of incorporation of the Company and subject to the terms thereof, that the non-executive directors' remuneration, payable quarterly in arrears, be increased with immediate effect as set out below:

	Annual retainer fee		Meeting attendance fee	
	Current	Proposed	Current	Proposed
MTN Group board				
Chairperson	R900 000	R954 900	R78 007	R82 765
Member	R180 015	R190 996	R40 912	R43 408
International member	€75 420	No change	€7 542	No change
Local non-executive director on special assignments or projects per day	N/A	N/A	R18 207	R19 318
International non-executive director on special assignment or projects per day	N/A	N/A	€3 307	No change
<i>Ad hoc</i> work performed by non-executive directors for special projects (hourly rate)	R3 310	R3 400		
Audit committee				
Chairperson	R90 800	R96 339	R28 011	R29 719
Member	R51 100	R52 633	R19 300	R20 477
International member	N/A	N/A	N/A	N/A
* Risk management, compliance and corporate governance				
Chairman	N/A	R71 936	N/A	R27 098
Member	N/A	R42 154	N/A	R19 873
International member	N/A	N/A	N/A	N/A
** Nomination committee				
Chairman	N/A	—	N/A	—
Member	N/A	—	N/A	—
International member	N/A	—	N/A	—
*** Remuneration and human resources committee				
Chairman	N/A	R71 936		R27 098
International chairman	N/A	€5 515	N/A	€3 520
Member	N/A	R42 154		R19 873
International member	N/A	€3 232	N/A	€3 232
**** Social and ethics committee				
Chairman	N/A	R71 936	N/A	R27 098
Member	N/A	R42 154	N/A	R19 873
International member	N/A	N/A	N/A	N/A
Tender committee				
Chairman	N/A	R63 937	R22 700	R24 085
Member	N/A	R37 360	R16 600	R17 613
MTN Group Share Trust (trustees)				
Chairman	N/A	R63 937	R22 700	R24 085
Other trustees	N/A	R28 110	R12 490	R13 252

* The mandate of the former risk management and compliance committee has been broadened to include corporate governance. The latter function previously resided with the former nomination, remuneration, human resources and corporate governance committee.

** The nomination function previously resided with the former nomination, remuneration, human resources and corporate governance committee. This function now resides with a stand-alone committee and membership thereof mirrors that of the remuneration and human resources committee. Having regard to the overlap as well as the frequency of meetings of the nominations committee, the board does not propose any retainer or attendance fees for the nominations committee.

*** The remuneration and human resources committee became a stand-alone committee following the restructuring of the former nomination, remuneration, human resources and corporate governance committee.

**** This is a new committee established pursuant to the requirements of the Companies Act and Regulations published thereunder.

Special resolution number 1 is proposed in order to comply with the requirements of the Companies Act and the Company's memorandum of incorporation. The above rates have been determined to ensure that the remuneration of non-executive directors remains competitive in order to enable the Company to retain and attract persons of the calibre, appropriate capabilities, skills and experience required in order to make meaningful contributions to the Company, given its global footprint and growth rate.

In arriving at the proposal set out in special resolution number 1, the Group president and CEO, in consultation with the Group chief human resources and corporate affairs officer, conducted a review of the remuneration paid to non-executive directors and other non-executive office bearers, based on data provided by independent remuneration specialists and benchmarked against comparable South African companies with international operations. The remuneration and human resources committee considered the revised remuneration proposal in detail and, after consensus, recommended the remuneration proposal to the board, which sanctioned the proposal for recommendation to shareholders.

The proposed remuneration is considered to be fair and reasonable and in the best interests of the Company.

2. **SPECIAL RESOLUTION NUMBER 2:** **Repurchase of the Company's shares**

Preamble

The board of directors of the Company has considered the impact of a repurchase or purchase, as the case may be, of up to 10% of the Company's shares, which falls within the amount permissible under a general authority in terms of the JSE Listings Requirements and, in respect of acquisitions by subsidiaries of the Company, the Companies Act.

Should the opportunity arise and should the directors deem it to be advantageous to the Company, or any of its subsidiaries, to repurchase or purchase, as the case may be, such shares, it is considered appropriate that the directors (and relevant subsidiaries) be authorised to repurchase or purchase, as the case may be, the Company's shares.

"Resolved that the Company and/or a subsidiary of the Company is authorised to repurchase or purchase, as the case may be, shares issued by the Company, from any person, upon such terms and conditions and in such number as the directors of the Company or the subsidiary may from time to time determine, including that such securities be repurchased or purchased from capital redemption reserve fund, but subject to the applicable requirements of the Company's memorandum of incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time; and subject further to the restriction that the repurchase or purchase, as the case may be, by the Company and/or any of its subsidiaries, of shares in the Company of any class under this authority shall not, in aggregate in any one financial year, exceed 10% of the shares in issue in such class as at the commencement of such financial year."

It is recorded that, as at the last practicable date, the JSE Listings Requirements provide, *inter alia*, that the Company or any subsidiary of the Company may only make a general repurchase of the ordinary shares in the Company if:

1. any such repurchase of shares is implemented through the order book operated by the JSE's trading system and done without any prior understanding or arrangement between the Company and the counter-party (reported trades are prohibited);
2. authorisation thereto is given by the Company's memorandum of incorporation;
3. at any point in time, the Company may only appoint one agent to effect any repurchase(s) on its behalf;

Notice of the seventeenth annual general meeting *continued*

4. the general authority shall be valid only until the Company's next annual general meeting or 15 months from the date of passing of this special resolution, whichever is earlier;
5. a resolution by the board of directors that it authorises the repurchase, that the Company passes the solvency and liquidity test and that from the time that the test was performed there were no material changes to the financial position of the Group;
6. when the Company or a subsidiary of the Company has cumulatively repurchased 3% of any class of the Company's shares in issue on the date of passing of this special resolution (the initial number), and for each 3% in aggregate of that class of shares acquired thereafter, in each case in terms of this resolution an announcement shall be published on SENS and in the press as soon as possible and not later than 08:30 on the second business day following the day on which the relevant threshold is reached or exceeded, and the announcement shall comply with the requirements of the JSE Listings Requirements in this regard;
7. that the Company or its subsidiaries may not repurchase any of the Company's shares during a prohibited period as defined in the JSE Listings Requirements, unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme have been disclosed in an announcement over SENS prior to the commencement of the prohibited period;
8. no repurchases may be made at a price which is greater than 10% above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected (the maximum price). The JSE will be consulted for a ruling if the Company's securities have not traded in such five-day period; and
9. if the Company enters into derivative transactions that may or will result in the repurchase of shares in terms of this general authority, such transactions will be subject to the requirements in paragraphs 2, 3, 4, 7 and 8 (subject to certain exceptions) above, and the following requirements:
 - (a) the strike price of any put option written by the Company less the value of the premium received by the Company for that put option may not be greater than the fair value of a forward agreement based on a spot price not greater than the maximum price in paragraph 9 above;
 - (b) the strike price and any call option may be greater than the maximum price in paragraph 9 at the time of entering into the derivative agreement, but the Company may not exercise the call option if it is more than 10% "out the money"; and
 - (c) the strike price of the forward agreement may be greater than the maximum price in paragraph 9 but limited to the fair value of a forward agreement calculated from a spot price not greater than such maximum price.

After considering the effects of such maximum repurchase:

- the Company and the Group will be able in the ordinary course of business to pay its debts for a period of 12 months after the date of the notice of the annual general meeting;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the notice of the annual general meeting. For this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited group annual financial statements;
- the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the annual general meeting; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the annual general meeting.

For the purpose of considering the special resolution number 2 and in compliance with paragraph 11.26 of the JSE Listings Requirements, the information listed below has been included in the integrated business report, in which this notice of annual general meeting is included, at the places indicated:

- directors and management – refer to pages 16 to 19 and pages 20 and 21 of this report;
- major shareholders – refer to page 207 of this report;
- directors' interests in securities – refer to page 72 of this report;
- share capital of the Company – refer to page 141 of this report.

The directors, whose names are set out on pages 16 to 19 of this report, collectively and individually accept full responsibility for the accuracy of the information contained in this special resolution and certify that to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement false or misleading, and that they have made all reasonable enquiries in this regard.

There are no legal or arbitration proceedings (including any such proceedings that are pending or threatened of which the Company is aware), which may have or have had a material effect on the Company's financial position over the last 12 months.

At the date of completing this notice, being March 2012, there have been no material changes in the financial or trading position of the Company and its subsidiaries that have occurred since December 2011.

At the present time, the directors have no specific intention with regard to the utilisation of this authority, which will be used only if the circumstances are appropriate.

A general repurchase or purchase, as the case may be, of the Company's shares shall only take place after the JSE has received written confirmation from the Company's sponsor in respect of the directors' working capital statement.

This authority includes an authority, by special resolution, to repurchase shares from a director or prescribed officer of the Company through the JSE's order book, as required under section 48(8)(a) of the Companies Act.

Notice of the seventeenth annual general meeting *continued*

3. SPECIAL RESOLUTION NUMBER 3:

Financial assistance to subsidiaries and other related and inter-related entities and to directors, prescribed officers and other persons participating in share or other employee incentive schemes

“Resolved that, to the extent required by the Companies Act, the board of directors of the Company may, subject to compliance with the requirements of the Company’s memorandum of incorporation, the Companies Act and the JSE Listings Requirements, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise, to –

1. any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter-related to the Company or any of its subsidiaries, and/or to any member of such subsidiary or related or inter-related company or entity, for any purpose or in connection with any matter, including, but not limited to, the subscription of any option, or any securities issued or to be issued by the Company or a related or inter-related company or entity, or for the purchase of any securities of the Company or a related or inter-related company or entity; and/or
2. any of its present or future directors or prescribed officers (or any person related to any of them or to any company or entity related or inter-related to any of them), or to any other person who is a participant in any of the Company’s or Group’s share or other employee incentive schemes, for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company or entity, where such financial assistance is provided in terms of any such scheme that does not satisfy the requirements of section 97 of the Act, such authority to endure until the forthcoming annual general meeting of the Company.”

Voting

All ordinary resolutions will, in terms of the Companies Act, require the support of more than 50% of the voting rights of shareholders exercised thereon to be approved.

In order for special resolution number 2 to be approved, the support of at least 75% of the votes cast by all equity securities holders present or represented by proxy at the annual general meeting convened to approve such resolution, is required in terms of the JSE Listings Requirements. The remaining special resolutions will, in terms of the Companies Act, require the support of at least 75% of the total voting rights exercised thereon at the meeting to be approved.

The directors of the Company decided in 2006 that in order to reflect more accurately the views of all shareholders and best practice, all resolutions and substantive decisions at the annual general meeting were to be put to a vote on a poll, rather than being determined simply on a show of hands. MTN Group has a large number of shareholders and it is not possible for them all to attend the meeting. In view of this and because voting on resolutions at annual general meetings of MTN Group is regarded as of high importance, putting all resolutions to a vote on a poll takes account of the wishes of those shareholders who are unable to attend the meeting in person, but who have completed a form of proxy. A vote on a poll also takes into account the number of shares held by each shareholder, which the board believes is a more democratic procedure. This year, all resolutions will again be proposed to be put to vote on a poll.

Voting at this year’s AGM will be undertaken electronically. An electronic voting handset will be distributed before the start of the meeting to all shareholders who attend in person and are eligible to vote. The registrars will identify each shareholder’s individual shareholding so that the number of votes that each shareholder has at the meeting will be linked to the number of votes which each shareholder will be able to exercise via the electronic handset. Shareholders who have completed and returned forms of proxy will not need to vote using a handset at the meeting unless they wish to change their vote.

Proxies

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, participate in and vote at the meeting in the place of the shareholder. A proxy need not also be a shareholder of the Company.

A form of proxy, in which are set out the relevant instructions for its completion, is attached for use by certificated shareholders and dematerialised shareholders with “own name” registration of the Company who wish to appoint a proxy. The instrument appointing a proxy and the authority, if any, under which it is signed must be received by the Company or its South African transfer secretaries at the addresses given below by not later than 14:30 (South African time) on Friday, 25 May 2012.

All beneficial owners of shares who have dematerialised their shares through a CSDP or broker, other than those shareholders who have dematerialised their shares in “own name” registration, and all beneficial owners of shares who hold certificated shares through a nominee, must provide their CSDP, broker or nominee with their voting instructions. Voting instructions must reach the CSDP, broker or nominee in sufficient time and in accordance with the agreement between the beneficial owner and the CSDP, broker or nominee, as the case may be, to allow the CSDP, broker or nominee to carry out the instructions and lodge the requisite authority by 14:30 (South African time) on Friday, 25 May 2012.

Should such beneficial owners, however, wish to attend the meeting in person, they may do so by requesting their CSDP, broker or nominee to issue them with appropriate authority in terms of the agreement entered into between the beneficial owner and the CSDP, broker or nominee, as the case may be.

Shareholders who hold certificated shares in their own name and shareholders who have dematerialised their shares in “own name” registration must lodge their completed proxy forms at the registered office of the Company or with the Company’s South African transfer secretaries at the address below not later than 14:30 (South African time) on Friday, 25 May 2012.

By order of the board

SB Mtshali

Company secretary
March 2012

Business address and registered office

216 – 14th Avenue
Fairland, 2195
Private Bag X9955, Cresta, 2118

South African transfer secretaries

Computershare Investor Services (Proprietary) Limited
Registration number 2004/003647/07
70 Marshall Street, Johannesburg, 2001
PO Box 61051, Marshalltown, 2107
Fax number: +27 11 688 5238

Shareholder communication

Computershare Investor Services (Proprietary) Limited
Registration number 2004/003647/07
70 Marshall Street, Johannesburg, 2001
PO Box 61051, Marshalltown, 2107
Toll-free: 0800 202 360
Tel: +27 11 870 8206 (International)
Fax number: +27 11 688 5238

Explanatory notes to resolutions proposed at the seventeenth annual general meeting of the Company

For any assistance or information, please phone the MTN Group ShareCare Line on 0800 202 360 or on +27 11 870 8206 if you are phoning from outside South Africa.

Re-election of directors retiring by rotation at the annual general meeting – ordinary resolutions numbers 1.1 to 1.4

The reason for the proposed ordinary resolutions numbers 1.1 to 1.4 is to elect, in accordance with article 84 of the memorandum of incorporation of the Company and by way of a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, as required under section 68(2) of the Companies Act, AP Harper, MLD Marole, NP Mageza and AF van Biljon as directors of the Company, them having retired by rotation in terms of the Company's memorandum of incorporation and being eligible for re-election.

Biographical details of the retiring directors offering themselves for re-election are set out on pages 16 to 19.

Election of the audit committee – ordinary resolutions numbers 2.1 to 2.4

In terms of the Companies Act, the audit committee is no longer a committee of the board but a committee elected by the shareholders at each annual general meeting.

In terms of the Regulations under the Companies Act, at least one-third of the members of the Company's audit committee at any particular time must have academic qualifications, or experience, in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs or human resource management.

Mindful of the foregoing, the nominations committee recommended to the board that the current members of the audit committee continue in such role to fulfil the duties prescribed in section 94(7) of the Companies Act and the board has approved such recommendations, subject to the elections being made by the shareholders, as proposed in ordinary resolutions numbers 2.1 to 2.4.

Approval of reappointment of joint external auditors – ordinary resolution number 3

In compliance with section 90 of the Companies Act, PricewaterhouseCoopers Inc. and SizweNtsalubaGobodo Inc. are proposed to be reappointed as joint auditors for the financial year ending 31 December 2012 and until the conclusion of the next annual general meeting.

Authorising the directors to deal, as they in their discretion think fit, with the unissued ordinary shares, limited to 10% of shares in issue as at 31 December 2011, and the shares reserved for the Company's share or other employee incentive schemes – ordinary resolution number 4

In terms of article 7 of the Company's memorandum of incorporation, read with the JSE Listings Requirements, the members of the Company may authorise the directors to, *inter alia*, issue any unissued ordinary shares and/or grant options over them, as the directors in their discretion think fit.

The existing authority granted by the shareholders at the previous annual general meeting on 22 June 2011 is proposed to be renewed at this annual general meeting. The authority will be subject to the Companies Act and the JSE Listings Requirements, respectively. The aggregate number of ordinary shares able to be allotted and issued in terms of this resolution, other than in terms of the Company's share or other employee incentive schemes, shall be limited to 10% of the number of ordinary shares in issue as at 31 December 2011.

The directors have decided to seek annual renewal of this authority in accordance with best practice. The directors have no current plans to make use of this authority, but wish to ensure, by having it in place, that the Company has the necessary flexibility in managing the Group's capital resources and to enable the Company to take advantage of any business opportunity that may arise in the future.

Endorsement of remuneration philosophy (policy) – advisory vote

In terms of King III recommendations, every year, the Company's remuneration policy should be tabled for a non-binding advisory vote at the annual general meeting. The essence of this endorsement is to enable the shareholders to express their views on the remuneration policies adopted in the remuneration of executive directors and on their implementation.

Accordingly, the shareholders are requested to endorse the Company's remuneration policy as recommended by King III on page 60.

Remuneration payable to non-executive directors – special resolution number 1

In terms of paragraphs 15.1 and 15.2, read with paragraph 15.5, of the Board Charter, the board will determine the level of remuneration paid to members within any limitations imposed by shareholders. Levels and make-up of remuneration should be sufficient to attract and retain the right calibre of members needed to run the Company successfully, but the Company should avoid paying more than is necessary for this purpose. The board will review remuneration annually after taking independent advice and no director will be involved in deciding his own remuneration.

In terms of sections 66(8) and (9) of the Companies Act, which took effect on 1 May 2011, remuneration may only be paid to directors for their service as directors in accordance with a special resolution approved by the shareholders within the previous two years and if not prohibited in terms of a company's memorandum of incorporation. In terms of article 73(b) of the Company's memorandum of incorporation, directors shall be entitled to such remuneration as directors as may be determined by the Company in a general meeting by an ordinary resolution, save that any director holding office for less than a year shall only be entitled to such remuneration in proportion to the period during which he has held office during such year. Although the Company has been advised that, in terms of the transitional provisions of the Companies Act, article 73(b) of the memorandum of incorporation could possibly prevail in the interim in respect of this apparent conflict between such article and the Companies Act, the board of directors nonetheless wishes to comply with the provisions of the Companies Act and as such the resolution is proposed as a special resolution.

The last increase was approved on 22 June 2011. Full particulars of remuneration paid to non-executive directors for the financial year ended 31 December 2011 are set out on page 64 and the proposed revised fees to be effective from 29 May 2012 being tabled for approval are set out in special resolution number 1.

General authority for the Company and/or a subsidiary of the Company to repurchase or purchase, as the case may be, shares in the Company – special resolution number 2

The existing general authority for the Company and/or a subsidiary thereof to repurchase or purchase, as the case may be, shares in the Company, granted by shareholders at the previous annual general meeting on 22 June 2011, is due to expire at this annual general meeting, unless renewed.

The directors are of the opinion that it would be in the best interests of the Company to extend such general authority and thereby allow the Company or any subsidiary of the Company to be in a position to repurchase or purchase, as the case may be, the shares issued by the Company through the order book of the JSE, should the market conditions and price justify such action.

Repurchases or purchases, as the case may be, will be made only after careful consideration, where the directors believe that an increase in earnings per share will result and where repurchases or purchases, as the case may be, are, in the opinion of the directors, in the best interests of the Company and its shareholders.

This general approval shall be valid until the earlier of the next annual general meeting of the Company, or the variation or revocation of such general authority by a special resolution passed at any subsequent general meeting of the Company, provided that the general authority shall not be extended beyond 15 months from the date of passing the special resolution.

General authority for the Company to provide financial assistance to its subsidiaries and other related and inter-related companies and entities and to directors, prescribed officers and other persons participating in share or other employee incentive schemes – special resolution number 3

Notwithstanding the title of section 45 of the Companies Act, being "Loans or other financial assistance to directors", on a proper interpretation, the body of the section may also apply to financial assistance provided by a company to related or inter-related companies and entities, and members thereof, including, *inter alia*, its subsidiaries, for any purpose.

Furthermore, section 44 of the Companies Act may also apply to the financial assistance so provided by a company to related or inter-related companies, in the event that the financial assistance is provided for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company.

Explanatory notes to resolutions proposed at the seventeenth annual general meeting of the Company *continued*

Both sections 44 and 45 of the Companies Act provide, *inter alia*, that the particular financial assistance must be provided only pursuant to a special resolution of the shareholders, adopted within the previous two years, which approved such assistance either for the specific recipient, or generally for a category of potential recipients, and the specific recipient falls within that category and the board of directors must be satisfied that –

- (a) immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test; and
- (b) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

MTN Group, when the need previously arose, had to provide loans to and guarantee loans or other obligations of subsidiaries and was not precluded from doing so in terms of its articles of association or in terms of the Companies Act, 61 of 1973, as amended. MTN Group would like the ability to provide financial assistance, if necessary, also in other circumstances, in accordance with section 45 of the Companies Act. Furthermore, it may be necessary or desirable for MTN Group to provide financial assistance to related or inter-related companies and entities to subscribe for options or securities or purchase securities of MTN Group or another entity related or inter-related to it. Under the Companies Act, MTN Group will, however, require the special resolution referred to above to be adopted. In the circumstances and in order to, *inter alia*, ensure that MTN Group's subsidiaries and other related and inter-related companies and entities have access to financing and/or financial backing from MTN Group (as opposed to banks), it is necessary to obtain the approval of shareholders, as set out in special resolution number 3.

Sections 44 and 45 contain exemptions in respect of employee share schemes that satisfy the requirements of section 97 of the Companies Act. To the extent that any of the Company's or the Group's share or other employee incentive schemes do not satisfy such requirements, financial assistance (as contemplated in sections 44 and 45) to be provided under such schemes will, *inter alia*, also require approval by special resolution. Accordingly, special resolution number 3 authorises financial assistance to any of MTN Group's directors or prescribed officers (or any person related to any of them or to any company or corporation related or inter-related to them), or to any other person who is a participant in any of the Company's or the Group's share or other employee incentive schemes, in order to facilitate their participation in any such schemes that do not satisfy the requirements of section 97 of the Companies Act.

Voting and proxies

1. Every holder of shares present in person or by proxy at the meeting, or, in the case of a body corporate represented at the meeting, shall be entitled to one vote on a show of hands and on a poll shall be entitled to one vote for every share held.
2. A shareholder (including certificated shareholders and dematerialised shareholders who hold their shares with "own name" registration) entitled to attend and vote at the meeting may appoint one or more proxies to attend, participate and vote in his/her/its stead. A proxy does not have to be a shareholder of the Company. The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the annual general meeting and participating and voting in person thereat to the exclusion of any such proxy. A form of proxy for use at the meeting is attached.
3. The attached form of proxy is provided to shareholders for their convenience. Shareholders are not obliged to use the attached form, and may appoint a proxy in writing under Section 58 of the Companies Act. A summary of the provisions of this section is included in the appendix to the notice of the AGM.
4. It is requested that completed proxy forms or powers of attorney must be lodged at the registered offices of the Company or with the Company's South African transfer secretaries, Computershare, at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), not less than 48 hours before the time appointed for holding the meeting. As the meeting is to be held at 14:30 (South African time) on Tuesday, 29 May 2012, proxy forms or powers of attorney must be lodged on or before 14:30 (South African time) on Friday, 25 May 2012. The name and address of the South African transfer secretaries are given on the back of the proxy form.
5. The attention of shareholders is directed to the additional notes relating to the form of proxy attached, which notes are set out in the proxy form.
6. Dematerialised shareholders, other than dematerialised shareholders who hold their shares with "own name" registration, who wish to attend the annual general meeting must contact their CSDP or broker who will furnish them with the necessary authority to attend the annual general meeting, or they must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between such shareholder and its CSDP or broker.

Appendix to the notice of annual general meeting

Important notes about the annual general meeting (AGM)

- Date:** Tuesday, 29 May 2012, at 14:30 (South African time)
- Venue:** The Auditorium, Phase II, Level, 0 216 – 14th Avenue, Fairland, Gauteng
- Time:** The AGM will start promptly at 14:30 (South African time)

Shareholders wishing to attend are advised to be in the auditorium by not later than 14:00. The meeting will commence with a short information session, informing shareholders of the electronic voting process to be utilised at the meeting. Staff will direct shareholders to the AGM. Refreshments will be served after the meeting.

- Admission:** Shareholders attending the AGM are asked to register at the registration desk in the auditorium reception area at the venue. Meeting participants (including proxies) are required to provide reasonably satisfactory identification before being entitled to attend or participate in the meeting.
- Security:** Secured parking is provided at the venue at owner's own risk. Mobile telephones should be switched off for the duration of the proceedings.

Please note

1. CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WHO HOLD THEIR SHARES WITH "OWN NAME" REGISTRATION

Shareholders wishing to attend the AGM have to ensure beforehand with the transfer secretaries of the Company that their shares are in fact registered in their names. Should this not be the case and the shares be registered in any other name or in the name of a nominee company, it is incumbent on shareholders attending the meeting to make the necessary arrangements with that party to be able to attend and vote in their personal capacity. The proxy form contains detailed instructions in this regard.

2. ENQUIRIES

Any shareholders having difficulties or queries in regard to the AGM or the above are invited to contact the Group Secretary, SB Mtshali, on +27 (0) 11 912 4067 or the ShareCare Line on 0800 202 360 or +27 (0) 11 870 8206 if phoning from outside South Africa. Calls will be monitored for quality control purposes and customer safety.

3. RESULTS OF ANNUAL GENERAL MEETING

The results of the annual general meeting will be posted on SENS as soon as practically possible after the AGM.

Stock exchange performance

	2011	2010
Closing price (cents per share) as 31 December	14 373	13 342
Highest price (cents per share)	14 799	13 245
Lowest price (cents per share)	11 700	9 822
Total number of shares traded (million)	1 627	1 786
Total value of shares traded (Rm)	220 340	174 683
Number of issued shares	1 885	1 885
Number of shares traded as a percentage of issued shares (%)	86,3	94,8
Number of transactions	1 184 509	1 113 502
Average weighted trading price (cents per share)	13 543	9 778
Average telecommunication index	66 438	56 472
Average industrial index	27 766	26 527
Average mobile index	223	188
Dividend yield (%)	4,3	2,6
Earnings yield (%) (headline earnings)	6,4*	6,9
Price-earnings multiple (adjusted headline earnings)	15,6*	15
As at 31 December		
Market capitalisation as at 31 December (Rb)	271	253

Shareholders' diary

Annual general meeting

29 May 2012

Reports

Dividend declaration		6 March 2012
Summarised annual financial results	published	7 March 2012
Annual financial statements	posted	23 April 2012
Interim financial statements		7 August 2012
Financial year-end		31 December 2012

Please note that these dates are subject to alteration.

Administration

Company registration number

1994/009584/06
ISIN code: ZAE 000042164
Share code: MTN
MTN Group ShareCare line
Toll-free: 0800 202 360 or +27 11 870 8206
if phoning from outside South Africa

Board of directors

MC Ramaphosa ***	JHN Strydom**
RS Dabengwa*	AF van Biljon***
KP Kalyan***	J van Rooyen***
AT Mikati†**	MLD Marole***
NI Patel *	NP Mageza***
MJN Njike***	A Harper#***

†Lebanese

#British

*Executive

**Non-executive

***Independent non-executive director

Group secretary

SB Mtshali
Private Bag X9955, Cresta, 2118
Registered office
216 14th Avenue
Fairland
Gauteng, 2195

American Depository Receipt (ADR) Programme

Cusip No. 62474M108 ADR to ordinary
Share 1:1

Depository: The Bank of New York

101 Barclay Street, New York NY. 10286,
USA

Office of the transfer secretaries

Computershare Investor Services (Proprietary) Limited
Registration number 2004/003647/07
70 Marshall Street, Marshalltown
Johannesburg, 2001
PO Box 61051, Marshalltown, 2107

Joint auditors

PricewaterhouseCoopers Inc.
2 Eglin Road, Sunninghill, 2157
Private Bag X36, Sunninghill, 2157
SizweNtsalubaGobodo Inc.
1 Woodmead Drive, Woodmead Estate
Woodmead, 2157
PO Box 2939, Saxonwold, 2132

Sponsor

Deutsche Securities (SA) (Proprietary) Limited
3 Exchange Square, 87 Maude Street, Sandton, 2196

Attorneys

Webber Wentzel Bowens
10 Fricker Road, Illovo Boulevard, Sandton, 2107
PO Box 61771, Marshalltown, 2107

Contact details

Telephone: National 011 912 3000
International +27 11 912 3000
Facsimile: National 011 912 4093
International +27 11 912 4093
Email: investor_relations@mtn.co.za
Internet: <http://www.mtn.com>

Form of proxy

To be completed by certificated shareholders and dematerialised shareholders with "own name" registration only

MTN Group limited

(Incorporated in the Republic of South Africa)

(Registration number: 1994/009584/06)

(MTN Group or the Company)

JSE code: MTN

ISIN: ZAE 000042164

For use at the annual general meeting to be held at 14:30 (South African time) on Tuesday, 29 May 2012, in the Auditorium, Phase II, Level 0, 216 – 14th Avenue, Fairland, Gauteng. **For assistance in completing the proxy form, please phone the MTN Group ShareCare Line on 0800 202 360 or on +27 11 870 8206 if you are phoning from outside South Africa.** A shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, vote and speak in his/her/its stead at the annual general meeting. A proxy need not be a shareholder of the Company.

I/We (names in block letter)

of (address).....

being a shareholder(s) of the Company, and entitled to vote, do hereby appoint.....of

..... or failing him/her,

.....of..... or failing him/her,

the chairperson of the annual general meeting, as my/our proxy to represent me/us at the annual general meeting to be held at 14:30 (South African time) on Tuesday, 29 May 2012, in the Auditorium, Phase II, level 0, 216 – 14th Avenue, Fairland, Gauteng, for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name (see note 2 overleaf) as follows:

ORDINARY RESOLUTIONS	For	Against	Abstain
1 Ordinary resolution number 1.1: Re-election of AP Harper as a director			
2 Ordinary resolution number 1.2: Re-election of MLD Marole as a director			
3 Ordinary resolution number 1.3: Re-election of NP Mageza as a director			
4 Ordinary resolution number 1.4: Re-election of AF van Biljon as a director			
5 Ordinary resolution number 2.1: To elect AF van Biljon as a member and chairperson of the audit committee			
6 Ordinary resolution number 2.2: To elect J van Rooyen as a member of the audit committee			
7 Ordinary resolution number 2.3: To elect NP Mageza as a member of the audit committee			
8 Ordinary resolution number 2.4: To elect MJN Njeke as a member of the audit committee			
9 Ordinary resolution number 3: Reappointment of joint independent auditors			
10 Ordinary resolution number 4: To authorise the directors to allot and issue all unissued ordinary shares of 0,01 cent in the share capital of the Company (subject to a maximum of 10% of the issued shares and the further limits in the resolution)			
12 Advisory endorsement: Endorsement of the remuneration philosophy (policy)			
SPECIAL RESOLUTIONS			
13 Special resolution number 1: To approve the remuneration payable to non-executive directors			
14 Special resolution number 2: To approve an authority for the Company and/or any of its subsidiaries to repurchase or purchase, as the case may be, shares in the Company			
15 Special resolution number 3: To approve the granting of financial assistance by the Company to its subsidiaries and other related and inter-related companies and corporations and to directors, prescribed officers and other persons participating in share or other employee incentive schemes. Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.			

Please read the notes on the reverse side hereof.

Signed aton2012

Full name(s)..... (in block letters)

Signature(s).....

Assisted by (guardian))..... date.....

If signing in a representative capacity, see note below.

Notes to proxy

1. Only shareholders who are registered in the register or sub-register of the Company under their own name may complete a proxy or alternatively attend the meeting. Beneficial owners who are not the registered holder and who wish to attend the meeting in person may do so by requesting the registered holder, being their Central Security Depository Participant (CSDP), broker or nominee, to issue them with a letter of representation in terms of the custody agreements entered into with the registered holder. Letters of representation must be lodged with the Company's registrars by no later than 14:30 on Friday, 25 May 2012.
2. Beneficial owners who are not the registered holder and who do not wish to attend the meeting in person must provide the registered holder, being the CSDP, broker or nominee, with their voting instructions. The voting instructions must reach the registered holder in sufficient time to allow the registered holder to advise the Company or the Company's registrar of their instructions by no later than 14:30 on Friday, 25 May 2012.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her/its choice in the space/s provided, with or without deleting "the chairperson of the general meeting", but any such deletion or insertion must be initialled by the shareholder. Any insertion or deletion not complying with the foregoing will be declared not to have been validly effected. The person whose name stands first on the proxy form and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chairperson of the general meeting.
4. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she/it deems fit in respect of the entire shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her/its proxy, but the total of the votes cast and in respect of which abstention is recorded, may not exceed the maximum number of votes exercisable by the shareholder or by his/her proxy.
5. The proxy shall (unless this sentence is struck out and countersigned) have the authority to vote, as he/she deems fit, on any other resolution which may validly be proposed at the meeting, including in respect of any proposed amendment to the above resolutions. If the foregoing sentence is struck out, the proxy shall be deemed to be instructed to vote against any such proposed additional resolution and/or proposed amendment to an existing resolution as proposed in the notice to which this form is attached.
6. To be effective, completed proxy forms must be lodged with the Company at its registered address or at the Company's South African transfer secretaries at the address stipulated below, not less than 48 hours before the time appointed for the holding of the meeting, in accordance with article 70 of the Company's memorandum of incorporation. As the meeting is to be held at 14:30 on Tuesday, 29 May 2012, proxy forms must be lodged on or before 14:30 on Friday, 25 May 2012.
7. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat instead of any proxy appointed in terms hereof.
8. The chairperson of the general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
9. Any alteration to this proxy form, other than a deletion of alternatives, must be initialled by the signatory.
10. Documentary evidence establishing the authority of a person signing this proxy form in a representative or other legal capacity must be attached to this proxy form, unless previously recorded by the Company or the registrars or waived by the chairperson of the annual general meeting.
11. Where there are joint holders of shares:
 - 11.1 any one holder may sign the proxy form; and
 - 11.2 the vote of the senior shareholder (for which purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.
12. A minor must be assisted by his/her parent or legal guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
13. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.

Office of the South African transfer secretaries

Computershare Investor Services (Proprietary) Limited

Registration number 2004/003647/07

70 Marshall Street, Johannesburg, 2001, PO Box 61051, Marshalltown, 2107, Fax number: +27 11 668 5238

Shareholders are encouraged to make use of the **toll-free ShareCare line** for assistance in completing the proxy form and any other queries.

**If you have any questions regarding the contents of this report,
please call the MTN Group toll-free ShareCare line on 0800 202 360**

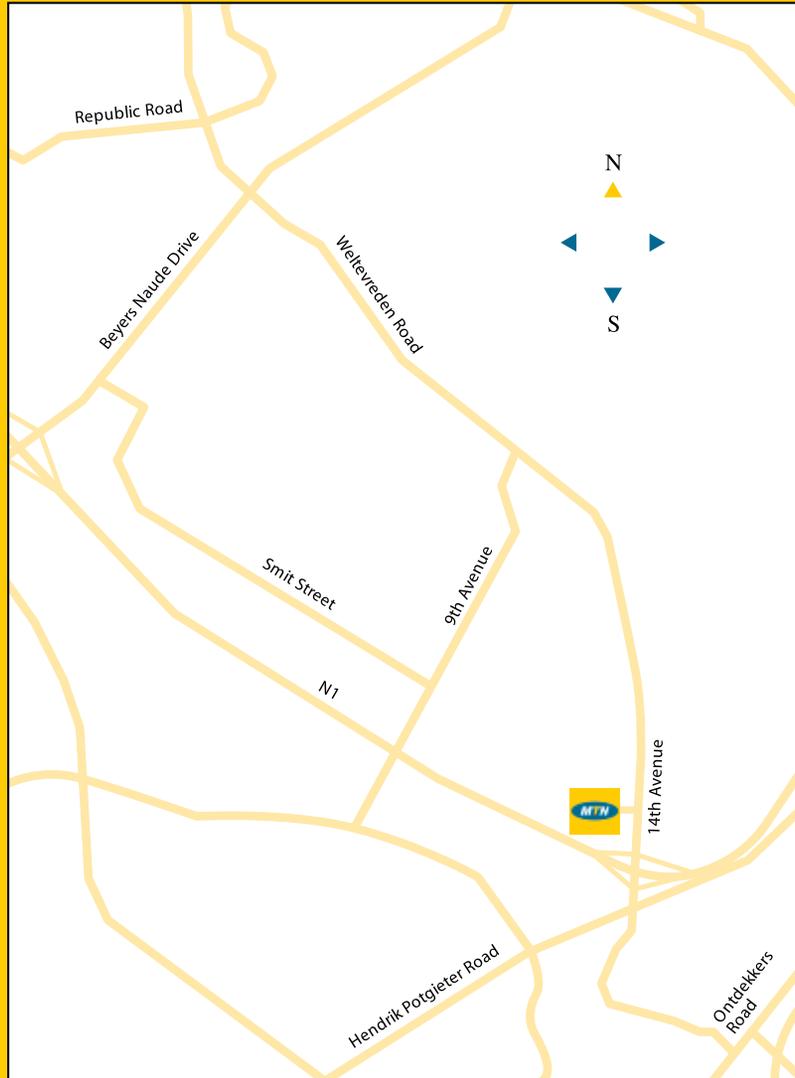
(or +27 11 870 8206 if phoning from outside South Africa)



Please note that your call will be recorded for customer safety.

Map

MTN Innovation Centre





everywhere you go