

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 twentieth annual general meeting held on Wednesday, 27 May 2015 at 14:30 (South African time) ("Annual General Meeting"), all the ordinary and special resolutions, as set out in the notice of Annual General Meeting dated 10 April 2015, 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 1 105 975 447 or 59.87 % of MTN's issued share capital as at Friday, 22 May 2015, 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 A Harper as a director	99.66	0.34	1 105 975 386	59.87	0.11
1.2 Re-election of NP Mageza as a director	96.10	3.90	1 105 975 268	59.87	0.11
1.3 Re-election of MLD Marole as a director	99.83	0.17	1 105 975 386	59.87	0.11
1.4 Re-election of JHN Strydom as a director	65.25	34.75	1 105 975 268	59.82	0.30
1.5 Re-election of AF van Biljon as a director	93.59	6.41	1 105 929 069	59.86	0.11
1.6 Re-election of KC Ramon as a director	97.07	2.93	1 105 975 415	59.87	0.40
Ordinary resolution number 2					
2.1 Election of KC Ramon as a member of the audit committee	97.93	2.07	1 105 975 357	59.87	0.40
2.2 Election of NP Mageza as a member of the audit committee	95.62	4.38	1 105 975 415	59.87	0.22

2.3	Election of MJN Njeke as a member of the audit committee	96.52	3.48	1 105 975 386	59.87	0.11
2.4	Election of J van Rooyen as a member of the audit committee	99.91	0.09	1 105 975 415	59.87	0.11
Ordinary resolution number 3						
	Re-appointment of PricewaterhouseCoopers Inc. and SizweNtsalubaGobodo Inc. as joint independent auditors	99.67	0.33	1 105 975 357	59.87	0.11
Ordinary resolution number 4						
	General authority for directors to allot and issue ordinary shares	88.47	11.57	1 105 975 357	59.87	0.11
Ordinary resolution number 5						
	General authority for directors to allot and issue ordinary shares for cash	86.22	13.78	1 105 974 613	59.87	0.46
Advisory endorsement						
	Endorsement of the remuneration philosophy (policy)	94.27	5.73	1 105 975 415	59.87	0.48
Special resolution number 1						
	Approval of the remuneration payable to non-executive directors	93.75	6.25	1 105 975 386	59.87	0.18
Special resolution number 2						
	Approval of a general authority for MTN and/or any of its subsidiaries to repurchase or purchase, as the case may be, shares in the Company	99.79	0.21	1 105 975 386	59.87	0.14
Special resolution number 3						
	Approval to grant financial assistance by the Company	75.55	24.45	1 105 975 409	59.87	0.54
Special resolution number 4						
	Approval to amend the MTN Performance Share Plan 2010 Rules	98.00	2.00	1 105 972 544	59.87	0.48

*Expressed as a percentage of 1 847 410 539 MTN ordinary shares in issue as at the Voting Record Date.

29 May 2015

Sponsor
Deutsche Securities (SA) Proprietary Limited