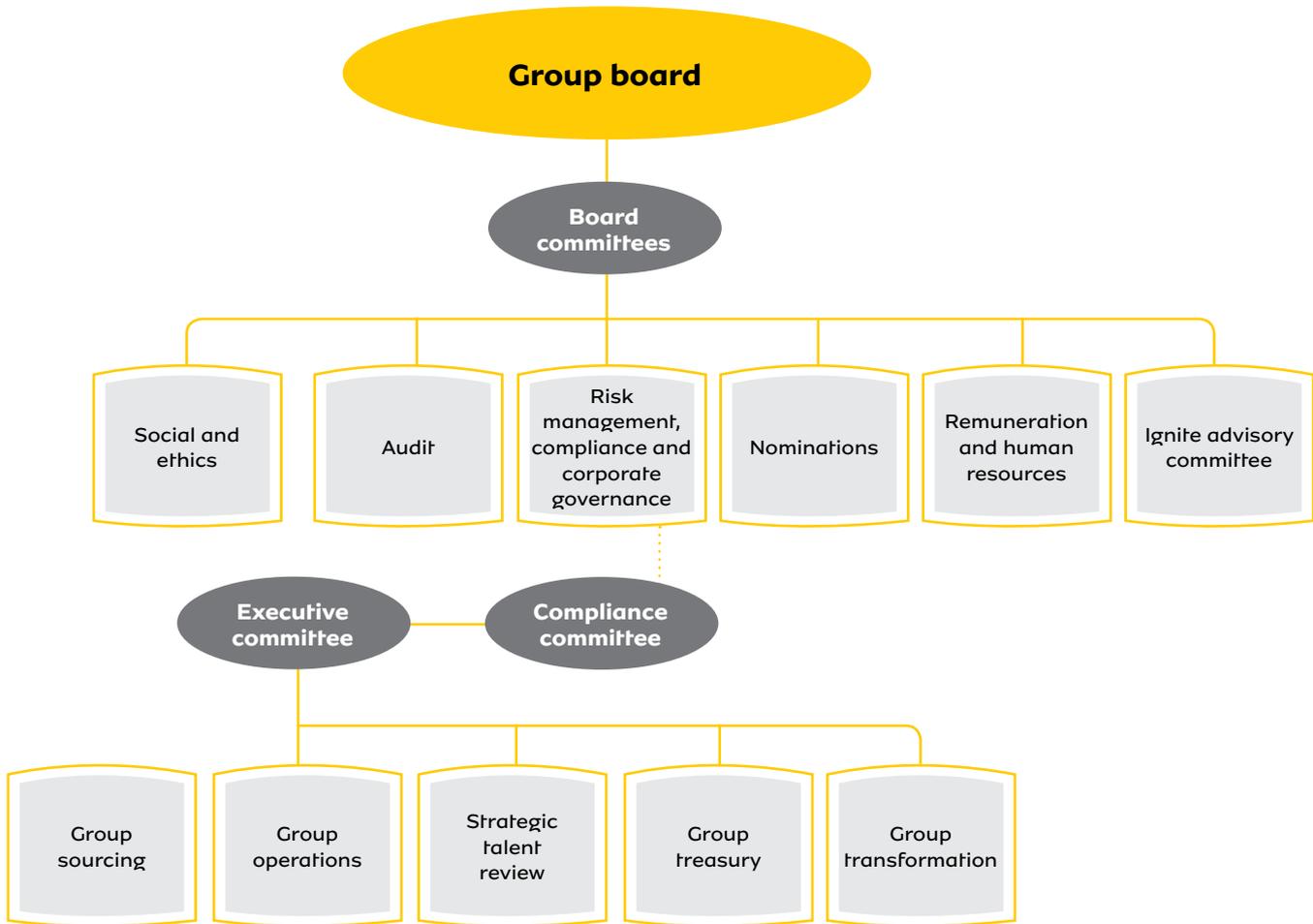


MTN Group Limited

Governance report



Governance structure



Commitment to ethical and effective governance

The board remains committed to good governance and international best practice standards. It is committed to ensuring an unequivocal tone from the top that requires a commitment by all directors and employees to the values of integrity, transparency and uninterrupted oversight over the company. This is to ensure that MTN monitors and addresses all governance issues within its operating units. **GR**

In 2017, the company focused on reviewing its application and adherence to the 17 King IV principles. In 2018, there will be a continued focus on addressing any gaps identified in terms of King IV. The board is satisfied, however, that MTN has substantially applied the King IV principles. More information on the application of the 17 King IV principles is set out on our website. **KIV**

Leadership

Role of the board

The board is responsible for the adoption of strategic plans, the monitoring of operational performance and management, and the development of appropriate and effective risk management policies and processes. It fulfilled all these responsibilities in the year.

Key achievements in accordance with the board charter

Contribute to and approve strategy	Approved new BRIGHT strategy. In 2018 there will be greater focus on delivery.
Provide oversight of performance against targets and objectives	Board received regular reports in order to perform its oversight and provide guidance on key performance areas.
Provide oversight on key risk areas	Adopted new risk tolerance and risk appetite framework aimed at enhancing the risk identification and monitoring process.
Overseeing the enhancement of relationships with stakeholders	Considered a new stakeholder matrix which will ensure that the company enhances its key relationships with stakeholders, this matrix will be approved in 2018.
Ensure that the company is playing its role as a responsible corporate citizen	Each year a portion of the net profits of MTN are funnelled into the foundations and other structures in order to identify and address the needs of the countries in which we operate. The group is determined to continue making its mark in our communities.
Review the dividend policy	Rebased the dividend.

Board appointments and resignations

We welcomed Rob Shuter as the new group president and CEO with effect from 13 March 2017 and Ralph Mupita as group chief financial officer with effect from 3 April 2017.

Following Rob's commencement, Phuthuma Nhleko stepped down from his role as executive chairman and reverted to his role as the non-executive chairman of the group.

Retirement of directors

In line with the Companies Act, MTN's memorandum of incorporation requires new directors to be subject to an election at the first annual general meeting (AGM) following their appointment. Directors are also subject to retirement every three years, subject to an evaluation conducted by the board, assisted by the nominations committee.

On 25 May 2017, we announced that Alan van Biljon, who had been serving on the board since 2002, would step down on 31 December 2017. Alan Harper replaced Alan van Biljon as the new lead independent director. He will continue to lead the board in any instances where the chairman (who is not independent) is conflicted. We also announced that Phuthuma Nhleko would step down as chairman in December 2018.

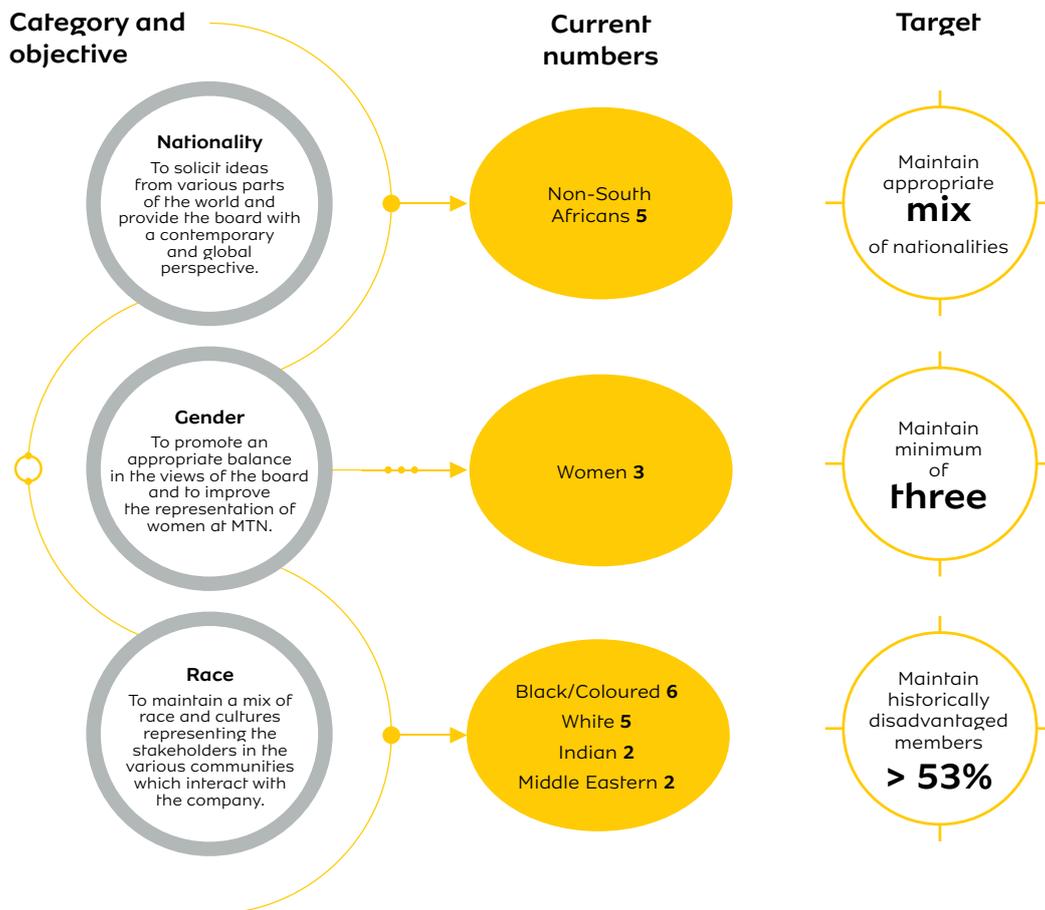
Directors who have served on the board for a period of in excess of nine years retire at every AGM and are re-elected following a review of their independence and objectivity in carrying out their duties. Three directors will be retiring as a result of having served on the board for an aggregate period in excess of nine years.

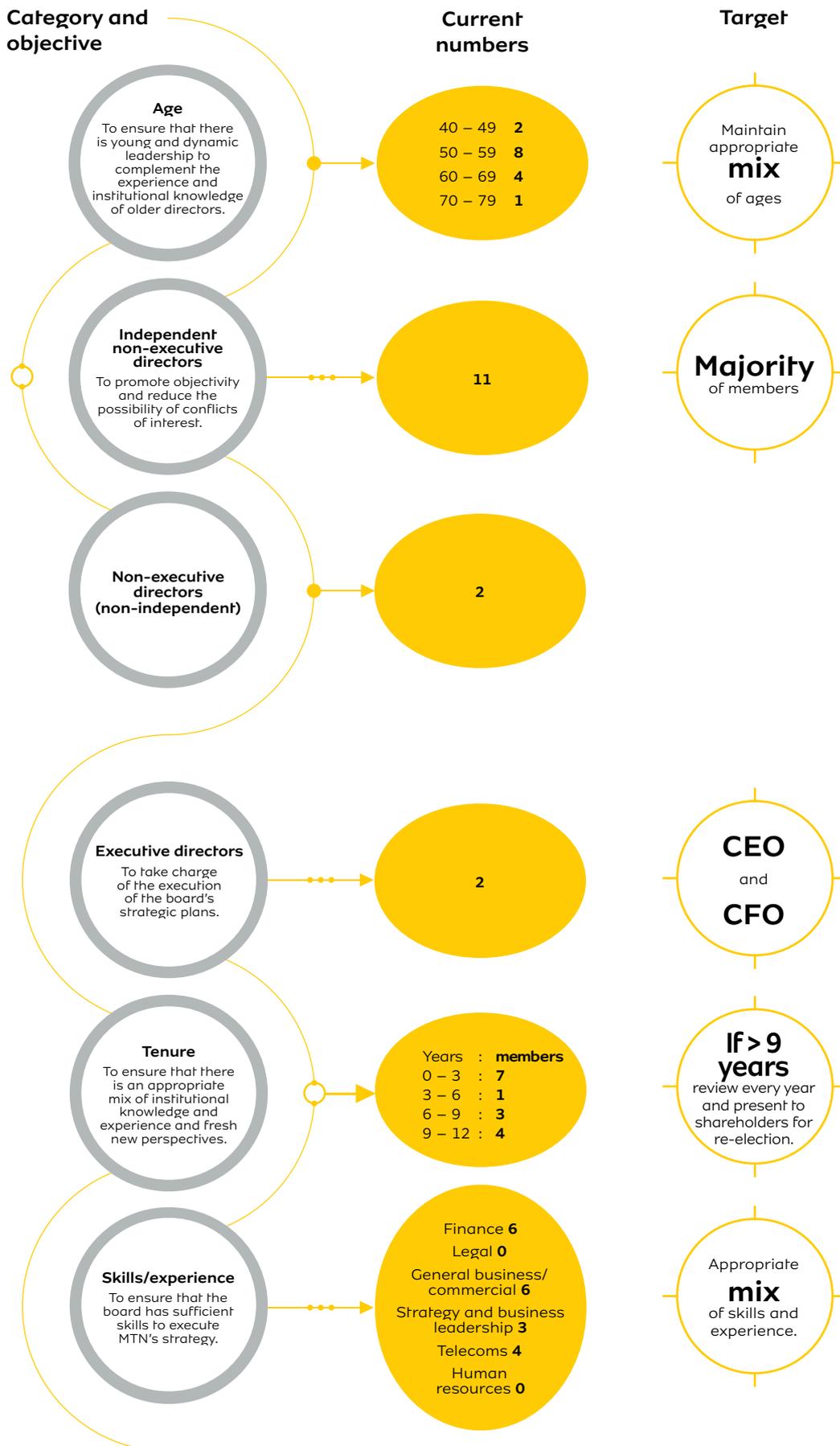
This exercise ensures that shareholders have the opportunity to exercise their vote with regard to whether the MTN board has appointed the most appropriate directors to meet the best interests of the company.

Diversity and composition of the board

MTN acknowledges that diversity gives the board the benefit of different perspectives and ideas. We have a unitary board, consisting of an appropriate mix of knowledge and skills. The board has executive and non-executive directors (including independent non-executive directors) who represent a broad spectrum of demographic attributes and characteristics. In the year, MTN adopted a diversity component which is included in the directors' appointment policy. The revised policy takes into consideration various categories of diversity as shown in the graphics that follow. The diverse perspectives of directors allow for proper strategic oversight as well as robust deliberation during board meetings.

Since race and gender are important attributes that contribute to a balanced composition of the board, the board recognises the need to improve the representation of women on the board and ensuring that an appropriate mix of races is represented on the board.





Board committees

The board has delegated its authority to various board committees with the mandate to deal with governance issues and report to the board on their activities on a quarterly basis. Each committee operates under terms of reference which set out roles and responsibilities, composition and scope of authority. These are reviewed on an annual basis.

The board is satisfied that in 2017 the committees effectively discharged their responsibilities, in accordance with their respective terms of reference.

Risk management, compliance and corporate governance committee



Peter Mageza
Chairman

“The industry is transforming, from one driven by voice to one dominated by data and digital. This, along with changing customer demands and more onerous regulatory requirements, means that MTN’s operating environment remains both complex and dynamic. While taking advantage of the opportunities on offer, MTN needs to be cognisant of the related risks and ensure that these are appropriately mitigated in the markets in which the group operates. This necessitates even greater assessment and oversight by the committee. We continue to guide the group on managing strategic, operational and topical risks: those with the potential to impact the delivery of the group strategy, the day-to-day risks faced by opcos, as well as the risks that arise from developments in MTN’s environment. Ensuring a robust compliance model remains essential.”

Members

Peter Mageza (chairman)
Koosum Kalyan
Shaygan Kheradpir
Dawn Marole
Stanley Miller
Nkunku Sowazi (appointed 25 May 2017)

Attendance

4/4
4/4
3/4
4/4
3/4
1/4

By invitation: Chairman of the audit committee, group president and CEO, group CFO, group business risk officer, external auditors

Mandate

The committee works to improve the efficiency of the board and assist it in discharging its duties, which include identifying, considering and monitoring risks impacting the company and ensuring compliance with prevailing legislation and other statutory requirements, including corporate governance frameworks.

Key activities in 2017

- Reviewed MTN's risk management structures, policies and methodologies
- Focused attention on cyber security risks and vulnerabilities and assessed the potential impact of cybercrime on the organisation and MTN's readiness to manage such eventualities
- Introduced new risk appetite and tolerance methodology
- Monitored among others, the corporate governance framework, including regulatory and listings requirements and business practices, with the objective of strengthening risk management processes
- Continued to evaluate and monitor MTN's business continuity approach and processes across the group as well as the group's insurance programme
- Ensured that all opcos have compliance processes in place to keep abreast of local standards and procedures pursuant to any changes in laws applicable to MTN's markets
- Ensured appropriate risk management practices are in place to support the group's growth agenda
- Assessed the risks of key strategic projects.

Key focus areas for 2018

- Embed risk appetite and tolerance methodology
- Continue to benchmark our risks and exposure to both industry-specific risks and those emanating from the socio-political and economic environment
- Continue to review and align MTN's top risks to industry guidance, as well as those impacting our strategy and functions, while remaining sensitive to the dynamics of MTN markets
- Identify some of the best demonstrated operational risk management processes in particular markets and embed these across the group
- Continue to focus on addressing any gaps identified in MTN's application of King IV
- Oversee the implementation of a revised risk and compliance operating model.

Social and ethics committee



Koosum Kalyan
Chairman

"The committee assists the board and management in ensuring that the group's reputation is based on a solid ethical foundation and that it is a responsible and ethical corporate citizen. This contributes to enabling a sustainable business that delivers inclusive growth. In the year, the committee continued to monitor the progress of the implementation of MTN's ethics management programme and on ensuring that the CEOs of all our operations took responsibility for ethics management. Management and employees understand just how essential it is that everyone takes personal ownership of ethics management.

We started to evolve our approach to long-term sustainability and corporate social responsibility and social investment to ensure that the company creates shared value for shareholders and communities. We will do this by making better use of MTN's institutional capabilities.

In terms of BEE requirements, we will continue to drive transformation of MTN South Africa's supply chain by introducing more black-owned as well as black-women-owned suppliers."

More information on the work of the social and ethics committee is set out in the social and ethics committee report on our website. SE

Members

- Koosum Kalyan (chairman)
- Peter Mageza
- Dawn Marole
- Jeff van Rooyen

Attendance

- 4/4
- 4/4
- 4/4
- 4/4

By invitation: Group president and CEO, group chief human resources officer, group business risk officer

Mandate

The committee performs an oversight and monitoring role to ensure that MTN's business is conducted in an ethical and properly governed manner. It also monitors the development or review of policies, governance structures and existing practices. The committee's responsibilities include:

- Holding the group president and CEO accountable for MTN's ethics performance
- Monitoring activities regarding legislation and codes of good practice
- Ensuring good corporate citizenship including promoting equality; preventing unfair discrimination and fraud, bribery and corruption; deterring human rights violations; and contributing to community development
- Ensuring sound consumer relations monitoring the impact of MTN's activities and that of its products and services
- Overseeing meaningful broad-based black economic empowerment (BBBEE) in MTN South Africa.

Key activities in 2017

- Oversaw the implementation of the ethics management programme, including the revision of key ethics structures and policies and a new supplier code of conduct as well as carrying out ethics training
- Considered a revised stakeholder, issues and reputation management approach
- Took responsibility for the sustainability framework and sustainability reporting
- Identified two significant sustainability projects, including a solar energy flagship project, to implement in 2018
- Reviewed the activities of the MTN foundations and other CSI initiatives as we prepare to introduce a more integrated approach
- Oversaw progress by South African businesses under the amended BEE ICT sector code, which has significantly higher recognition levels.

Key focus areas for 2018

- Continue to evolve MTN's CSI approach in pursuit of shared value by making better use of MTN's institutional capabilities, and ensure that this work is integrated into initiatives to deliver on BRIGHT
- Oversee MTN's work to bring households solar energy boxes with connectivity functionality
- Oversee the implementation of a more structured and inclusive approach to stakeholder management, which is in line with the principles of King IV and monitors the health of our relationships
- Oversee MTN South Africa's efforts to develop an enterprise and supplier development policy to transform the supply chain by introducing 51% black-owned entities, 30% black-women-owned entities as well as exempt micro enterprises and qualifying small enterprises
- Ensure the primacy of ethics at MTN: business must be done in an ethical, safe and responsible way.

Audit committee



Christine Ramon
Chairman

“The role of the audit committee has never been more fundamental in ensuring that trust and integrity are maintained over corporate reporting, entrenched by the efficiency of internal controls, the effectiveness of the internal audit function, the independence of external auditors and optimised through a combined assurance model.

The group has made substantial progress on improvements in the internal control environment, most notably in its larger operations in South Africa and Nigeria. Sustaining the actions initiated and maintaining the positive momentum remain a priority. Internal controls relating to subscriber registration, cyber security and Mobile Money were key focus areas during 2017.

The implementation of a revised second and third line assurance model will gear the organisation to deal with the challenges faced and strengthen the current combined assurance model. These actions will be supported by

initiatives to standardise policies and procedures across the group.

Despite the progress noted to date, MTN faces challenges posed in conflict markets such as Syria, Afghanistan, South Sudan and Yemen, coupled with regulatory uncertainties in markets such as Benin, Cameroon and Rwanda.”

More information on the audit committee is set out in the audit committee report in the AFS. AFS

Members

Christine Ramon (chairman)
Peter Mageza
Paul Hanratty
Jeff van Rooyen

Attendance

4/4
4/4
4/4
4/4

By invitation: Group president and CEO, group CFO, head of internal audit, head of technical accounting and financial reporting, external auditors

Mandate

The audit committee assists the board in discharging its duties by monitoring the strength of the operational, financial and control processes. These include internal financial controls and ensuring that assurance services and functions enable an effective control environment and that these support the integrity of information produced in compliance with applicable legal and regulatory requirements.

Key activities in 2017

- Considered the appropriateness of management judgement and the accounting treatment of significant transactions
- Reviewed the appropriateness of accounting policies applied and progress on adoption of new accounting standards
- Reviewed the effectiveness of the internal audit function and its assessment of the internal financial controls
- Reviewed reports from internal and external auditors and considered the appropriateness of responses from management
- Considered the independence of the external auditors and reviewed the limits on non-audit services
- Considered the consequences of new mandatory audit firm rotation regulations
- Evaluated the solvency, liquidity and going concern status of the group
- Confirmed the integrity of the integrated report and annual financial statements
- Reviewed group tax exposures and assessed the appropriateness of the group’s tax policies
- Assessed revenue leakage control environment and assessed related leakage exposure for the group
- Reviewed group treasury reports, group funding requirements, credit ratings and recommended financing proposals to the board
- Received regular updates from management on the repatriation of funds from sanctioned territories
- Reviewed fraud and whistleblowing reports and that appropriate management action is taken as regards the control environment and consequence management
- Reviewed the trading and market updates and the interim and full year results announcements
- Reviewed the expertise, experience and performance of the finance function and group CFO
- Reviewed progress on litigation and legal exposure.

Key focus areas for 2018

- Implement a model to separate and strengthen the second and third lines of defence in the organisation
- Further strengthen the internal control environment
- Monitor regulatory compliance and further strengthen maturity of compliance structures
- Continue to focus on ethics and culture
- Review progress on adoption of new accounting standards
- Extract efficiencies of a combined assurance model
- Continue to facilitate a fair and balanced approach to corporate reporting.

Remuneration and human resources committee



Alan Harper
Chairman

“The committee’s major focus in 2017 was related to rebuilding the management team: making sure we had the right remuneration policy, incentive arrangements and employment equity in place. We evolved the short-term and long-term incentive packages, making them suitable to recruit the people we need, as well as incentivise existing senior management. We also focused on succession planning. I am very satisfied at how the new management team has established itself and created a clear strategic direction for MTN as well as differentiation in the marketplace.”

Members

- Alan Harper (chairman)
- Azmi Mikati
- Phuthuma Nhleko
- Nkunku Sowazi
- Jeff van Rooyen

Attendance

- 4/4
- 4/4
- 4/4
- 3/4
- 4/4

By invitation: Group president and CEO, group CFO, group chief human resources officer

Mandate

The committee oversees the formulation of a remuneration philosophy and human resources approach. This is to ensure that MTN employs and retains the best human capital possible for its business needs and maximises the potential of its employees.

Key activities in 2017

- Reviewed MTN’s remuneration policies to facilitate the attraction of new senior management and the retention of critical specialist skills
- Enhanced MTN’s short-term and long-term incentive schemes
- Continued to work on improving succession planning at MTN
- Recorded support of 62,2% of shareholders for MTN’s remuneration policy at the AGM in May 2017. This was less than we would have liked. We will continue to engage with shareholders in an effort to gain their support.

Key focus areas for 2018

- Better align MTN remuneration policies to King IV principles
- Continue to focus on the strength in-depth of the leadership team, ensuring that we have the right skills and employee base in terms of gender and race
- Oversee review of existing benefits, particularly of mobility employees, and review of other remuneration-related policies and governance structures
- Continue to work to align pay for performance with shareholders’ interests
- Engage directly with shareholders on remuneration policy
- Maintain our focus on enhancing succession planning at MTN.

Over and above the board and committee meetings, additional *ad hoc* board meetings were held to address various board initiatives. These meetings are not included in the register of attendance of meetings. The total number of such meetings is 14. The *ad hoc* meetings, including the annual board pre-budget discussion session, have been accounted for in the fee schedule.

Meetings attendance register 2017

Names	Scheduled board (6)	Special board (2)	Risk (4)	Special audit (6)	Audit (4)	Nominations (1)	Remco (4)	Social and ethics (4)
PF Nhleko	6	2				1	4	
R Shuter [^] (by invitation)	5	2	3	1	3		3	3
PB Hanratty	6	2		6	4			
A Harper	6	2				1	4	
KP Kalyan	6	2	4					4
S Kheradpir	6	1	3					
NP Mageza	4	2	4	5	4			4
SP Miller	6	2	3					
MLD Marole	5	2	4					4
AT Mikati	6	2				1	4	
NL Sowazi [†]	6	2	1			1	3	
KC Ramon	6	2	4	6	4			
AF van Biljon	6	2				1		
J van Rooyen	6	2		6	4		4	4
RT Mupita [‡] (by invitation)	5	2	3	2	3		3	

[^] Appointed 13 March 2017.

[‡] Appointed 3 April 2017.

[†] Appointed to the risk committee on 25 May 2017.

Delegation of authority

The roles and duties of the chairman and group president and CEO are separate and clearly defined. This division of responsibilities ensures a balance of authority with no individual having unrestricted decision-making powers.

While the board plays an oversight role over the company, the group president and CEO and his executive management are empowered to manage and lead the business on a day-to-day basis, guided by an approved delegation of authority.

The company's delegated structures, which include the board committees, encourage and promote open discussion which enhances the board's monitoring function over all areas of the company.

Director development

In order to ensure that all directors on both the board and committees of the company are adequately equipped with the latest information and knowledge relating to the business of MTN and to continuously support them in their role as directors, the company endeavours to provide ongoing training relating to general management, corporate governance, laws and regulations and best practices affecting the business. In 2017, MTN provided the board with training on the applicable amendments to the JSE Listings Requirements. In 2018, we wish to continue with training and development for directors.

Group secretary

Directors engage with the group secretary regularly for governance and regulatory advice. She also ensures the proper administration of the board and adherence to sound ethical practices.

The performance of the group secretary, as well as her relationship with the board, is assessed on an annual basis by the nominations committee and the board. The assessment considers the competency, qualifications and experience of the group secretary and whether she maintains an arm's-length relationship with the board. For the reporting period, the board is satisfied that she is suitably qualified and her relationship with the board is adequate to ensure her independence from director influence or conflict of interest.

Directors' dealings

The company continued to enforce closed periods prohibiting trading in shares by directors,

senior executives and employees in terms of the company's share dealing and insider trading policies. The company imposes financial closed periods on all employees. The closed periods are effective from the end of the interim and annual reporting periods until the financial results are disclosed on SENS and any period when the company is trading under a cautionary announcement. Directors are made aware of their obligations in terms of the JSE Listings Requirements.

Business practices and ethics

In 2017, the board continued to strive to ensure that ethics is the foundation of how MTN operates and that corporate governance best practices were adhered to. With the application of the new King IV principles the directors enhanced their oversight of ethics by being more proactive in dealing with ethics. To this end, the CEOs of all the operating entities were each required to present a report to the social and ethics committee on their plans regarding the further entrenchment of ethics, key challenges and achievements.

It was evident that the operating companies still faced obstacles which staggered their progress in ethics management; however, the process has been more closely monitored by the board. As a result of its oversight, the board recognised that a lack of resources, language and cultural barriers and changing the mindset of some employees need to be focus areas going forward.

Despite the setbacks highlighted above, each operating company continues to strive to further entrench ethics and has taken a firm stance against bribery and corruption. Each company is supported by ethics champions who provide effective guidance, encourage employees to report all instances of fraud through the whistleblowing hotline and ensure that the company's ethics are efficiently implemented and reported to the group's social and ethics committee on a quarterly basis.

The board also continued to manage conflicts of interest and ensured that the interests of the company were always at the forefront in all decision-making processes.

The company also continues to safeguard the interests of stakeholders, such as the community, employees, customers and suppliers, by monitoring MTN's activities with regard to social and economic development, corporate citizenship, consumer

relationships, the environment, health and public safety and labour and employment matters.

Monitoring, oversight and risk management

MTN's corporate governance structure ensures effective internal controls and monitors the management of significant matters. The audit committee, as well as the risk management, compliance and corporate governance committee provide an environment in which challenging issues can be considered and monitored.

As required by principle 11 of King IV, the strategic and operational risk management framework of the company focuses on various risks that could affect the company's customer experience, operational agility, cost competitiveness and stakeholder confidence. This is done through a robust risk methodology that analyses not only what the company does, but also how it is done, to guarantee sustainable economic viability, make the most of market opportunities and serve a rapidly changing market.

Performance management

The board stresses the importance of promoting a healthy workplace environment which embraces ethics and compliance through established policies based on the values of integrity, leadership, innovation, relationships and 'can do' as well as the vital behaviours. It promotes targeted results in a transparent and systematic manner which ensures that the company's employees are productive, provide efficient services and demonstrate the required knowledge, skills, behaviour, competencies and engagement to perform their duties to the best of their ability.

MTN's remuneration philosophy is aligned to the BRIGHT strategy and directly linked to each employee's key performance indicators (KPIs). These KPIs are measured through the performance management system. In 2018, MTN will provide shareholders with an implementation report to illustrate how the remuneration philosophy for directors and prescribed officers is implemented.

Like any organisation, there are instances of unsatisfactory employee performance; however, MTN endeavours to address such issues expeditiously through internal company

procedures in line with the disciplinary process and its performance management system.

Disclosure, reporting and transparency

Disclosure, reporting and transparency are fundamental components of MTN's corporate governance framework. The company aims to be transparent and accountable to stakeholders to enable them to make an informed decision about their association with MTN.

MTN endeavours to provide timely disclosure, especially regarding material issues, the company continues to review its policies and procedures that govern the provision of timely, correct and complete information to stakeholders. MTN endeavours to provide information in a manner which gives all stakeholders equal access and ensures that there is no stakeholder that is treated favourably over others.

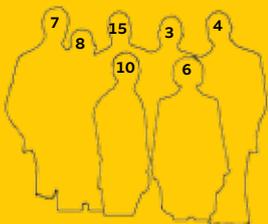
In 2017, the board re-emphasised that all matters must be provided to stakeholders in compliance with the law and applicable regulations. Accordingly, MTN strives to disclose material or price-sensitive information in a readily understandable language, to stakeholders, the public and regulators.

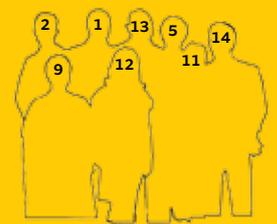
Stakeholder engagement and communication

The board values MTN's stakeholders and endeavours to take their concerns and interests into account when making business decisions. This not only enables it to anticipate and manage risk effectively, but also assists the company in identifying new business opportunities and in establishing solid relationships with MTN's stakeholders. It also makes it easier for the company to deliver on its objectives and benefit from ideas for products or services that address stakeholder needs, and at the same time allows MTN to reduce costs and maximise value. In order to ensure greater accountability, the company has a stakeholder-conscious governance model which places emphasis on dialogue and responding to stakeholder concerns and interests.

Our board of directors

The company acknowledges that an effective board must have the expertise and competence to promptly and appropriately address current and emerging issues to ensure the delivery of its strategy.





Our board of directors continued

at 31 December 2017

1. Phuthuma Nhleko (56)
Chairman and non-executive director
BSc (Civil Eng), MBA

Appointed: 28 May 2013

Scheduled board attendance:

6/6

Board committee membership:

 4/4  1/1

Other directorships: Chairman of various companies in MTN Group, chairman of Phembani Group (Pty) Limited, Afrisam (South Africa) (Pty) Limited, Blue Falcon 179 Trading (Pty) Limited.

Skills, expertise and experience: Strategic leadership and finance.

2. Rob Shuter (50)
Executive director
Group president and CEO
BCom (Econ and Acc), PG Dip
Acc CA(SA)

Appointed: 13 March 2017

Scheduled board attendance:

5/6

Board committee membership:

 3/4  3/4  3/4  3/4

Other directorships: Director of various companies in MTN Group.

Skills, expertise and experience: Telecommunications and banking.

3. Ralph Mupita (45)
Executive director
Group chief financial officer
BScEng (Hons), MBA, GMP

Appointed: 3 April 2017

Scheduled board attendance:

5/6

Board committee membership:

 3/4  3/4  3/4

Other directorships: Director of various companies in MTN Group.

Skills, expertise and experience: Financial services in emerging markets.

4. Paul Hanratty (56) (Irish)
Independent non-executive director
BBusSc (Hons), Fellow of
Institute of Actuaries, Advanced
Management Programme
(Harvard)

Appointed: 1 August 2016

Scheduled board attendance:

6/6

Board committee membership:

 4/4

Other directorships: Director of various companies in MTN Group.

Skills, expertise and experience: Financial services.

5. Alan Harper (61) (British)
Lead independent non-executive director
BA (Hons)

Appointed: 1 January 2010

Scheduled board attendance:

6/6

Board committee membership:

 1/1  4/4

Other directorships: Director of various companies in MTN Group, Azuri Technologies Limited, Avanti Communications Group plc and Gigabit Fibre Limited.

Skills, expertise and experience: Telecommunications.

6. Koosum Kalyan (62)
Independent non-executive director
BCom (Law) (Hons) Economics,
Senior Executive Management
Programme (London Business
School)

Appointed: 13 June 2006

Scheduled board attendance:

6/6

Board committee membership:

 4/4  4/4

Other directorships: Director of various companies in MTN

Group, non-executive chairman of Edgo Merap. Non-executive director of Aker Solutions and Anglo American South Africa. Non-executive senior adviser of Boston Consulting Group. Member of the Thabo Mbeki Foundation Advisory Council and Invest Africa Advisory Board.

Skills, expertise and experience: Economics, energy, infrastructure and corporate governance.

7. Shaygan Kheradpir (56) (American)
Independent non-executive director
Doctorate in Electrical
Engineering

Appointed: 8 July 2015

Scheduled board attendance:

6/6

Board committee membership:

 3/4

Other directorships: Director of various companies in MTN Group. CEO and chairman of Coriant International Group, a global leader in packet-optical networking.

Skills, expertise and experience: Business leadership and transformational change, operations, technology and engineering.

8. Peter Mageza (63)
Independent non-executive director
FCCA

Appointed: 1 January 2010

Scheduled board attendance:

4/6

Board committee membership:

 4/4  4/4  4/4

Other directorships: Director of various companies in MTN Group, Remgro Limited, Sappi Limited, RCL Group and Anglo American Platinum Limited.

Skills, expertise and experience: Accounting, banking and finance.

KEY

Symbol for "chairman of..."

 Nominations committee

 Remuneration and human resources committee

 Social and ethics committee

 Risk management, compliance and corporate governance committee

 Audit committee

Symbol for "member of..."

 Nominations committee

 Remuneration and human resources committee

 Social and ethics committee

 Risk management, compliance and corporate governance committee

 Audit committee

Numbers refer to attendance at committee meetings.

9. Dawn Marole (57)
 Independent non-executive director
 BCom (Acc), Dip Tertiary Education, MBA, Executive Leadership Development Programme
Appointed: 1 January 2010
Scheduled board attendance:
 5/6
Board committee membership:
 4/4 4/4
Other directorships: Director of various companies in MTN Group, South African Post Office (SoC) Limited, Richards Bay Mining (Pty) Limited, Santam Limited, Resilient Properties Income Fund and the Development Bank of Southern Africa.
Skills, expertise and experience: Financial services, risk and corporate governance.

10. Azmi Mikati (45) (Lebanese)
 Non-executive director
 BSc
Appointed: 21 July 2006
Scheduled board attendance:
 6/6
Board committee membership:
 1/1 4/4
Other directorships: Director of various companies in MTN Group, CEO of M1 Group Limited (an international investment group focusing on telecoms), director of various companies in M1 Group and director of Orascom Construction Limited. He also serves on the boards of the Children Cancer Centre, the International College and Columbia University board of visitors.
Skills, expertise and experience: Telecommunications.

11. Stanley Miller (59) (Belgian)
 Independent non-executive director
 Intermediate diploma from the Institute of Certified Bookkeepers (SA), Diploma in law and administration. Various executive programme courses (UCT Business School)
Appointed: 1 August 2016
Scheduled board attendance:
 6/6
Board committee membership:
 3/4
Other directorships: Director of various companies in MTN Group, executive chairman of AINMT AB Sweden, CEO of Leaderman NV (Belgium), Leaderman SA (Lux), non-executive director of MTS OJSC Russia.
Skills, expertise and experience: Telecommunications and media.

12. Christine Ramon (50)
 Independent non-executive director
 BCompt, BCompt (Hons), CA(SA), Senior Executive Programme (Harvard)
Appointed: 1 June 2014
Scheduled board attendance:
 6/6
Board committee membership:
 4/4
Other directorships: Director of various companies in MTN Group, AngloGold Ashanti Limited, chairman of the CFO forum and deputy chair of the Financial Reporting Standards Council of South Africa.
Skills, expertise and experience: Accounting, finance and general management.

13. Nkunku Sowazi (54)
 Independent non-executive director
 MA
Appointed: 1 August 2016
Scheduled board attendance:
 6/6
Board committee membership:
 1/4 3/4 1/1
Other directorships: Director of various companies in the MTN Group. Chairman of Kagiso Tiso Holdings and Synchem Group. Director of Grindrod Limited, IQ Business Holdings and Tiso Blackstar SE (UK). Co-founder trustee of the Tiso Foundation and Washington-based Housing for HIV Foundation.
Skills, expertise and experience: Investment management, business leadership.

14. Alan van Biljon (70)
 Independent non-executive director
 BCom, CA(SA), MBA
Appointed: 1 November 2002
 Retired on 31 December 2017
Scheduled board attendance:
 6/6
Board committee membership:
 1/1
Other directorships: Director of various companies in MTN Group, chairman and trustee of Standard Bank Group Retirement Fund.
Skills, expertise and experience: General business, accounting and finance.

15. Jeff van Rooyen (67)
 Independent non-executive director
 BCom, BCompt (Hons), CA(SA)
Appointed: 18 July 2006
Scheduled board attendance:
 6/6
Board committee membership:
 4/4 4/4 4/4
Other directorships: Director of various companies in MTN Group, various companies in Uranus Group, Pick n Pay Stores Limited and Exxaro Resources Limited.
Skills, expertise and experience: Accounting and finance.

Our executive committee

The executive committee facilitates the effective control of the group's operational activities in terms of its delegated authority approved by the board. It is responsible for recommendations to the board on the group's policies and strategy and for monitoring their implementation in line with the board's mandate. It meets at least monthly, and more often as required. At 31 December 2017, it was made up of:



Rob Shuter (50)
Group president and chief executive officer
BCom (Econ and Acc), PG Dip Acc CA(SA)

Executive since March 2017



Ralph Mupita (45)
Group chief financial officer
BScEng (Hons), MBA, GMP

Executive since April 2017



Ebenezer Asante (49)
Vice-president: SEAGHA
BA (Hons) (Econ and Stats),
Postgraduate Diploma in Management

Executive since October 2017



Ferdi Moolman (54)
Chief executive officer: MTN Nigeria
CA(SA), BCom, BCompt (Hons),
Theory of Accounting Diploma

Executive since 2015



Paul Norman (52)
Group chief human resources officer
MA (Psych), MBA

Executive since 1997



Jens Schulte-Bockum (51)
Group chief operations officer
MA (SocSci)

Executive since January 2017



Michael Fleischer (57)
Group chief legal counsel
BProc, Advanced Tax Certificate
Admitted as attorney of the High Court of South Africa

Executive since 2014



Ismail Jaroudi (46)
Vice-president: MENA
BA, Executive Education Certificate

Executive since 2015



Godfrey Motsa (44)
Chief executive officer: MTN South Africa
BCom, MBA

Executive since January 2017



Felleng Sekha (50)
Group chief regulatory and corporate affairs officer
BA (Law), LLB, Postgraduate Diploma in Media and ICT Law

Executive since June 2017



Karl Toriola (45)
Vice-president: WECA
BSc (Elec Eng), MSc (Comm Systems), GMP

Executive since 2015



Stephen van Coller (51)
Vice-president: digital services, data analytics and business development
CA(SA), ACMA (UK), BCom (Hons), Higher Diploma in Accounting

Executive since October 2016

Management of our top opcos

To illustrate the depth of our management team, here we profile the leadership of our seven major operations at 31 December 2017.

South Africa

MTN South Africa



Godfrey Motsa
CEO

Sandile Ntsele
CFO

SEAGHA

MTN Uganda



Wim Vanhelleputte
CEO

Mike Blackburn
CFO

Nigeria

MTN Nigeria



Ferdi Moolman
CEO

Adekunle Awobodu
CFO

MTN Ghana



Ebenezer Asante
Acting CEO

Modupe Kadri
CFO

WECA

MTN Ivory Coast



Freddy Tchala
CEO



Ebenezer Bodylawson
CFO

MTN Cameroon



Philisiwe Sibiyi
CEO
Resigned 31 December 2017



Adel Alaya
CFO



Saim Yasken
Acting CEO
effective 12 February 2018

MENA

MTN Irancell (joint venture, 49%)



Alireza Ghalambor
Dezfouli, CEO



Mazen Mroue
COO



Sugentharen Perumal
CFO