

Independent assurance report on non-financial data

Independent assurance report to the directors of MTN Group Limited

We have been engaged by the directors of MTN Group Limited (“MTN” or “the Company”) to perform an independent limited assurance engagement in respect of Selected Sustainability Information reported in the Company’s Integrated Report for the year ending 31 December 2016 (the “Report”). This Report is produced in accordance with the terms of our contract with the Company dated 14 November 2016.

Independence, quality control and expertise

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Part A and B).

The firm applies International Standard on Quality Control 1 (ISQC 1) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our engagement was conducted by a multi-disciplinary team of health, safety, environmental and assurance specialists with extensive experience in sustainability reporting.

Scope and subject matter

The subject matter of our engagement and the related level of assurance that we are required to provide are as follows:

Limited assurance

The following Selected Sustainability Information in the 2016 MTN Integrated Report, marked with , was selected for an expression of limited assurance:

1. Quality of service: network availability %; call setup success rate %, dropped call rate %:
 - MTN South Africa (page 90); and
 - MTN Ghana (page 90);
2. Group MTN Foundation CSI spend: ZAR (pages 11, 17 and 90);
3. Group employee culture survey result: overall performance % (pages 11, 12 and 90);
4. Group whistle-blower hotline data: number of fraud incidents reported and reviewed (pages 17 and 90);
5. Net promoter score: %;
 - MTN South Africa (pages 11, 17, 47 and 90);
 - MTN Nigeria (pages 11, 17 and 90); and
 - Other key markets (pages 11, 17 and 90)
6. Group total tax contribution: ZAR (pages 11, 17 and 90)

We refer to this information as the Selected Sustainability Information for Limited Assurance.

We have carried out work on the data reported for 31 December 2016 only and have not performed any procedures with respect to earlier periods, except where specifically indicated, or any other elements included in the 2016 MTN Integrated Report and, therefore, do not express any conclusion thereon. We have not performed work in respect of future projections and targets.

Respective responsibilities of the directors and PricewaterhouseCoopers Inc.

The directors are responsible for selection, preparation and presentation of the Selected Sustainability Information for Limited Assurance in accordance with MTN’s internally defined criteria set out on MTN’s website (www.mtn.com/en/investors/Financial-Reporting/Integrated-Reports/pages/default.aspx), referred to as the “Reporting

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Criteria". The directors are also responsible for designing, implementing and maintaining of internal controls as the directors determine is necessary to enable the preparation of the Selected Sustainability Information that are free from material misstatements, whether due to fraud or error.

Our responsibility is to form an independent conclusion, based on our limited assurance procedures, on whether anything has come to our attention to indicate that the Selected Sustainability Information has not been prepared, in all material respects, in accordance with the Reporting Criteria.

This report, including the conclusion, has been prepared solely for the directors of the Company as a body, to assist the directors in reporting on the Company's sustainable development performance and activities. We permit the disclosure of this report on the Company's website, to be read in conjunction with the Company's Integrated Report for the year ended 31 December 2016, to enable the directors to demonstrate they have discharged their governance responsibilities by commissioning an independent assurance report in connection with the 2016 Integrated Report. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors as a body and the Company for our work or this report save where terms are expressly agreed and with our prior consent in writing.

Assurance work performed

We conducted limited assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised): Assurance Engagements other than Audits and Reviews of Historical Financial Information issued by the International Auditing and Assurance Standards Board. This standard requires that we comply with ethical requirements and that we plan and perform the assurance engagement to obtain limited assurance on the Selected Sustainability Information as per the terms of our engagement.

Our work included examination, on a test basis, of evidence relevant to the Selected Sustainability Information for Limited Assurance. It also included an assessment of the significant estimates and judgements made by the directors in the preparation of the Selected Sustainability Information for Limited Assurance. We planned and performed our work so as to obtain all the information and explanations that we considered necessary in order to provide us with sufficient evidence on which to base our conclusion in respect of the Selected Sustainability Information for Limited Assurance.

Our limited assurance procedures primarily comprised:

- Reviewing the processes that MTN has in place for determining the Subject Matter for Limited Assurance included in the report;
- Obtaining an understanding of the systems used to generate, aggregate and report the Subject Matter selected for Limited Assurance;
- Conducting interviews with management at corporate head office;
- Evaluating the data generation and reporting processes against the Reporting Criteria;
- Performing key controls testing and testing the accuracy of the data reported on a sample basis; and
- Reviewing the consistency between the Subject Matter selected for Limited Assurance and the related statements in MTN's Report.

A limited assurance engagement is substantially less in scope than a reasonable assurance engagement under ISAE 3000 (Revised). Consequently, the nature, timing and extent of procedures for gathering sufficient appropriate evidence are deliberately limited relative to a reasonable assurance engagement, and therefore less assurance is obtained with a limited assurance engagement than for a reasonable assurance engagement.

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The procedures selected depend on our judgement, including the assessment of the risk of material misstatement of the Selected Sustainability Information for Limited Assurance, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation of the Selected Sustainability Information for Limited Assurance in order to design procedures that are appropriate in the circumstances.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Inherent limitations

Non-financial performance information is subject to more inherent limitations than financial information, given the characteristics of the subject matter and the methods used for determining, calculating, sampling and estimating such information. The absence of a significant body of established practice on which to draw allows for the selection of different but acceptable measurement techniques which can result in materially different measurements and can impact comparability. Qualitative interpretations of relevance, materiality and the accuracy of data are subject to individual assumptions and judgements. The precision of different measurement techniques may also vary. Furthermore, the nature and methods used to determine such information, as well as the measurement criteria and the precision thereof, may change over time. It is important to read the Report in the context of the Reporting Criteria.

In particular, where the information relies on the methodologies derived by independent third parties, our assurance work has not included examination of the derivation of those methodologies and other third-party information.

Conclusion

Based on the results of our limited assurance procedures nothing has come to our attention that causes us to believe that the Selected Sustainability Information for Limited Assurance for the year ended 31 December 2016, has not been prepared, in all material respects, in accordance with the Reporting Criteria.

Other matters

The maintenance and integrity of the MTN website is the responsibility of MTN's directors. Our procedures did not involve consideration of these matters and, accordingly, we accept no responsibility for any changes to either the information in the Report or our independent assurance report that may have occurred since the initial date of presentation on the MTN website.



PricewaterhouseCoopers Inc.

Director: Jayne Mammatt
Registered Auditor

Johannesburg
10 March 2017