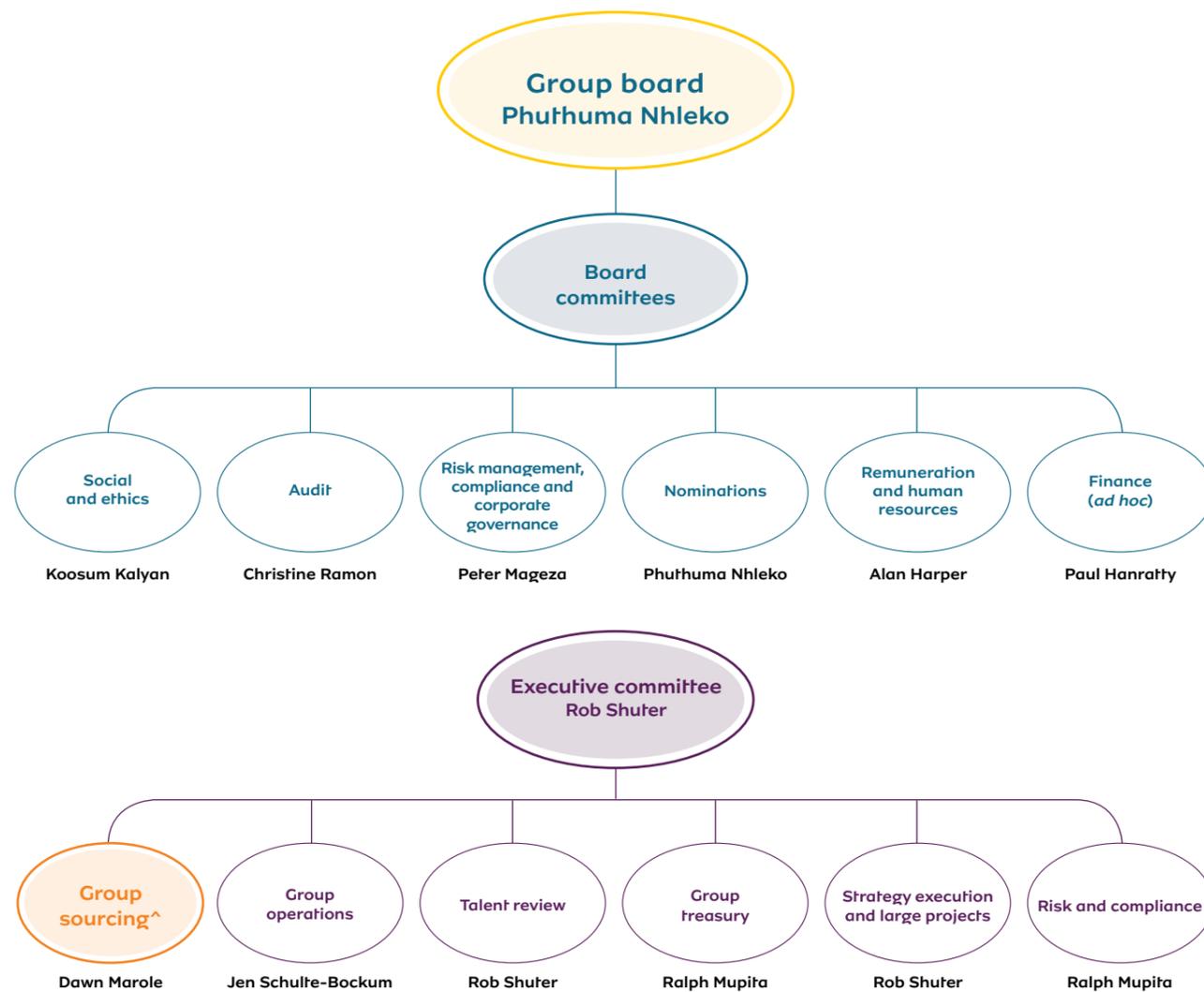




**Governance report**

# Governance report

Governance at MTN is structured in line with best practice and is substantially cascaded to subsidiaries across the group. Below are the various committees of our board and exco and their respective chairs.



Among key responsibilities of the board are strategy, talent management and transformation. Management helps to implement these through the various committees of the executive committee.

^ Chaired by an independent non-executive director.

### 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 2018, the company continued to focus on addressing any gaps identified in terms of King IV. The board is satisfied 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. The board is satisfied that it has fulfilled all these responsibilities.

#### Board and company secretary appointments and resignations

In 2018, the board made three appointments, assisted by the nominations committee. The process was conducted in a formal manner under the guidance of the director's appointment policy.

The process involves considering the existing balance of skills and experience, and assessing the needs of the company.

MTN welcomed Mcebisi Jonas and Swazi Tshabalala as directors of the company, both with effect from 1 June 2018. We also welcomed Khofoso Mokhele as a director, with effect from 1 July 2018.

After the year-end, we announced that company secretary Bongzi Mtshali had reached the group's mandatory retirement age and would be retiring with effect from 31 March 2019. Thobeka Sishuba was appointed as the new company secretary with effect from 1 April 2019.

#### 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.

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. Several directors will be retiring at the AGM as a result of having served on the board for an aggregate period in excess of nine years.

This process 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.

The directors who will be retiring at the AGM are set out in the notice to the AGM.

### 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.

### The role of the lead independent director (LID)

As a result of the chairman having held the position of executive chairman in 2016 and the early part of 2017, the chairman is not considered independent. The LID is appointed to guide the board should a situation arise where the chairman may be conflicted.

### Director development

To ensure that all directors are adequately equipped with the latest information relating to the business of MTN the company endeavours to provide ongoing training related to general management, corporate governance, laws and regulations and best practices.

### 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 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.

### 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.

# Governance continued

## Board diversity

The group has a unitary board, consisting of executive and non-executive directors who represent a broad spectrum of demographic attributes and characteristics. The diverse perspectives of directors allow for proper strategic oversight as well as robust deliberation during board meetings. The board is focused on improving the representation of women on the board and ensuring that a decent number of all races/ages and skills are represented on the board.

Category and objective	Current numbers	Target
<b>Nationality</b> To solicit ideas from various parts of the world and provide the board with a contemporary and global perspective.	Non-South Africans <b>5</b>	Maintain appropriate mix of nationalities
<b>Gender</b> To promote an appropriate balance in the views of the board and to improve the representation of women at MTN.	Women (we have exceeded our voluntary target) <b>4</b>	Maintain minimum of three
<b>Race</b> To maintain a mix of race and cultures representing the stakeholders in the various communities which interact with the company.	Δ Black/Coloured <b>9</b> Δ Indian <b>2</b> White <b>4</b> Middle Eastern <b>2</b> Δ Historically disadvantaged	Maintain historically disadvantaged members > 50%
<b>Age</b> To ensure that there is young and dynamic leadership to complement the experience and institutional knowledge of older directors.	40 – 49 <b>2</b> 50 – 59 <b>9</b> 60 – 69 <b>6</b>	Maintain appropriate mix of ages
<b>Tenure</b> To ensure that there is an appropriate mix of institutional knowledge and experience and fresh new perspectives.	Years <b>members</b> 0 – 3 <b>8</b> 3 – 6 <b>3</b> 6 – 9 <b>0</b> 9 – 12 <b>6</b>	If > 9 years review every year and present to shareholders for re-election

Category and objective	Current numbers	Target
<b>Independent non-executive directors</b> To promote objectivity and reduce the possibility of conflicts of interest.	<b>13</b>	Majority of members
<b>Non-executive directors (non-independent)</b> To promote objectivity.	<b>2</b>	
<b>Executive directors</b> To take charge of the execution of the board's strategic plans.	<b>2</b>	CEO and CFO
<b>Skills/experience</b> To ensure that the board has diverse/sufficient skills to execute MTN's strategy^ .	<ul style="list-style-type: none"> <li>• Risk</li> <li>• Sustainability</li> <li>• Finance/mergers and acquisitions</li> <li>• General business/commercial</li> <li>• Strategy and business leadership</li> <li>• Industry experience</li> <li>• Corporate governance</li> </ul>	Appropriate mix of skills and experience

^ We work continuously to improve the diversity of skills and experience on our 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 2018 the committees effectively discharged their responsibilities, in accordance with their respective terms of reference. Please see the reports of the committee chairmen on the pages that follow.

## Governance continued

### Risk management, compliance and corporate governance committee



Chairman  
Peter Mageza

“In 2018, our risk management process was focused on determining and assessing the impact of our top risks on the organisation’s goals and the mitigation of these risks in accordance with our risk appetite and tolerance. The implementation of an effective risk management process is critical to the delivery of MTN’s overall strategic plan and thus it has been important to manage the probability of unforeseen events and to limit their effect on the business together with responding proactively to opportunities.”

Members	Attendance
Peter Mageza (chairman)	4/4
Mcebisi Jonas (appointed, 5 October 2018)	0/1
Koosum Kalyan	4/4
Shaygan Kheradpir	4/4
Dawn Marole	4/4
Stanley Miller	4/4
Nkunku Sowazi	4/4

By invitation: Chairman of the audit committee, group president and CEO, group CFO, group business risk officer, joint 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 2018**
- Provided oversight on the implementation of the revised compliance operating model
  - Ensured that the risk appetite and tolerance methodology was implemented across the opcos
  - Focused attention on providing oversight on cyber security risks and vulnerabilities and assessed MTN’s readiness to manage such eventualities
  - Reviewed the proposed plan aimed at improving cyber security resilience
  - Reviewed the spectrum strategy
  - Benchmarked MTN’s risks and exposures to both industry-specific risks and those emanating from the socio-political and economic environment

- Continued to monitor and keep abreast of developments in the corporate governance framework, including regulatory and listings requirements and other relevant business practices
- Approved policies and procedures to enable a better risk and compliance monitoring environment
- Recommended the group risk management framework for approval by the board
- Continued to evaluate and monitor MTN’s business continuity approach and processes across the group as well as the group’s insurance programme
- 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 2019**
- Continue to embed risk appetite and tolerance methodology
  - 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
  - Review the risks and control environment for mobile financial services
  - Assess and ensure that related risks are adequately addressed in new group initiatives.

### Social and ethics committee



Chairman  
Koosum Kalyan

“In 2018, one of the committee’s key focus areas was ensuring that the company builds and maintains sound relationships with all its stakeholders. Also important was reviewing the issues our stakeholders consider most important and addressing them appropriately. A blueprint for stakeholder engagement was approved by the board. In 2019, the key focus will be to cascade it to all our operating countries for adoption and implementation.”

Members	Attendance
Koosum Kalyan (chairman)	4/4
Peter Mageza	3/4
Dawn Marole	4/4
Jeff van Rooyen	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, business integrity and governance of sustainability
- Holding all opco CEOs accountable for stakeholder management and ethics management
- 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 by 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 2018**
- Continued to monitor the implementation of the ethics management programme, ensuring that each opco is accountable for embedding an ethics management framework including the key ethics policies
  - Oversaw the repositioning of ethics into the second line assurance model
  - Considered a revised King IV-aligned stakeholder, issues and reputation management strategy that was approved by the board in 2018 and is being rolled out across the group
  - Oversaw the establishment of the global diversity and inclusion committee which will develop strategies and policies on diversity and inclusion

- Focused on identifying gaps in the sustainability framework and ensuring improvements in sustainability reporting
- Oversaw MTN’s work to bring households solar energy boxes with connectivity functionality
- Reviewed the activities of the MTN foundations and other CSI initiatives as we prepare to introduce a more integrated approach
- Oversaw progress by MTN South Africa under the amended BEE ICT sector code. [SR](#)

- Key focus areas for 2019**
- Review the 2019 group-wide ethics risk assessment and ensure corrective measure are implemented
  - 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
  - Introduce a foundations’ workshop where all the foundations align themselves with the group’s CSI initiatives, share best practice and key challenges
  - Ensure the integration of CSI initiatives with marketing campaigns to create more synergy
  - Oversee the implementation of the approved stakeholder management programme, which is in line with the principles of King IV
  - Continue to review and assess stakeholder relations
  - Continue to provide oversight on the activities of the global diversity and inclusion committee
  - Continuing to 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 embedding of ethics at MTN: business must be done in an ethical, safe and responsible way.

## Governance continued

### Audit committee



Chairman  
Christine Ramon

**"The group maintained a positive momentum in 2018 to improve the internal control environment in line with its BRIGHT strategy, despite continued regulatory uncertainty in some key markets."**

Members	Attendance
Christine Ramon (chairman)	4/4
Peter Mageza	4/4
Jeff van Rooyen	4/4
Paul Hanratty	4/4

By invitation: Group president and CEO, group CFO, group business risk officer, joint external auditors and other assurance providers, head of internal audit, head of technical accounting and financial reporting.

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

#### Mandate

The 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 2018

- Implemented a revised second and third line assurance model to increase the maturity of the risk and compliance function and to strengthen the independence of internal audit in support of a stronger combined assurance model
- Employed initiatives to standardise policies and procedures across the group
- Further strengthened the internal control environment through ensuring the correct tone from the top, focusing on increasing the risk management maturity and resolving known areas of weakness
- Reviewed and evaluated the independence and quality of the external audit function
- Reviewed the trading and market updates and the half year and full year results

- Confirmed the integrity and quality of and signed off the group's integrated report and annual financial statements
- Assessed accounting judgements and estimates
- Reviewed tax provisions and contingencies
- Assessed going concern assumptions and solvency/liquidity requirements
- Reviewed implementation of the new accounting standards effective 2018 and monitored progress on the new accounting standard on leases (IFRS 16), effective in 2019
- Reviewed developments in reporting standards, corporate governance and best practice

#### Key focus areas for 2019

- Consider the group's approach and responsiveness to manage the impact of regulatory and other macro environmental developments on the control environment
- Strengthen and refine the three lines of defence model and ensure appropriate planning, execution and reporting in terms of the combined assurance framework
- Evaluate the group's initiatives to further strengthen the effectiveness of its internal financial controls
- Implement IFRS 16 and appropriate disclosure of its impact on the results of 2019
- Consider the group's approach to mandatory audit firm rotation that will be effective for the group's 2024 financial period.

### Remuneration and human resources committee



Chairman  
Alan Harper

**"The committee carefully considered the implementation of the remuneration policy and following collaborative efforts between management and the board, believes it has made great strides in achieving its objectives and addressing many of the concerns raised by shareholders. At the 2018 annual general meeting (AGM), 93,80% of shareholders voted in favour of the group's remuneration policy and 68,17% in favour of the implementation report. These results prompted additional much-needed engagements with shareholders. We took their concerns and recommendations sincerely and are committed to ensuring that our policy reflects a continued commitment to improving our remuneration and implementation policies as well as transparency in our reporting. Our remuneration report on page 66 details how our remuneration policy will be enhanced."**

Members	Attendance
Alan Harper (chairman)	4/4
Azmi Mikati	4/4
Phuthuma Nhleko	4/4
Khotso Mokhele (appointed 7 August 2018)	1/1
Nkunku Sowazi	3/4
Swazi Tshabalala (appointed 7 August 2018)	0/1
Jeff van Rooyen	4/4

Group president and CEO, group CFO, group chief human resources officer (as and when required).

#### 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 2018

- Reviewed MTN's remuneration policies to facilitate the attraction of new senior management and the retention of critical specialist skills
- Endeavoured to address shareholder concerns regarding our remuneration philosophy through various shareholder engagements
- Reviewed non-executive directors' fees and ensured that these were appropriately benchmarked
- Enhanced MTN's short-term and long-term incentive schemes
- Continued to strategically review leadership succession planning
- Reviewed the group culture audit outcomes with the aim of providing oversight on the improvement of employee engagement.

#### Key focus areas for 2019

- Review the staff costs-to-revenue ratios and align each subsidiary to approved budgeted ratios. This will entail giving feedback on the various policy amendments which impacted staff costs management in the year
- Review of existing remuneration-related policies and governance structures. We have already set up an internal policy and governance committee comprising senior executive employees with a mandate to ensure all policies are aligned to the broader organisational goals and properly documented and shared with employees. To date, this committee has successfully addressed our group travel policy
- Measure the extent to which internal pay differentials are fair, particularly with respect to gender and race and further placing mechanisms to correct anomalies
- Promote employee wellbeing by creating practices which support this. A draft employee wellbeing framework completed in 2018 will serve as a foundation for the wellness strategy and implementation plan
- Focus on interventions within the business that give the highest impact and experience to employees. We have already identified our priority high impact areas and socialised these with the business.

## 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 2018

**1. Phuthuma Nhleko** (Born 1960)  
Chairman and non-executive director  
BSc (Civil Eng), MBA  
**Appointed:** 28 May 2013  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 100% 75%  
**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** (Born 1967)  
Executive director  
Group president and CEO  
BCom (Econ and Acc), PG Dip Acc CA(SA)  
**Appointed:** 13 March 2017  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 75% 100%  
**Other directorships:** Director of various companies in MTN Group.  
**Skills, expertise and experience:** Telecommunications and banking.

**3. Ralph Mupita** (Born 1972)  
Executive director  
Group chief financial officer  
BScEng (Hons), MBA, GMP  
**Appointed:** 3 April 2017  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 100% 100%  
**Other directorships:** Director of various companies in MTN Group. RMB Holdings Limited and Rand Merchant Investment Holdings Limited.  
**Skills, expertise and experience:** Financial services in emerging markets.

**4. Paul Hanratty** (Irish) (Born 1961)  
Independent non-executive director  
B.BusSc (Hons), Fellow of Institute of Actuaries, Advanced Management Programme (Harvard)  
**Appointed:** 1 August 2016  
**Scheduled board attendance:** 86%  
**Board committee membership and attendance:** 100%  
**Other directorships:** Director of various companies in MTN Group and of Sanlam Limited.  
**Skills, expertise and experience:** Financial services.

**5. Alan Harper** (British) (Born 1956)  
Independent non-executive director  
BA (Hons)  
**Appointed:** 1 January 2010  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 75% 100%  
**Other directorships:** Director of various companies in MTN Group, Avanti Communications Group plc and chairman of Azuri Technologies Limited.  
**Skills, expertise and experience:** Telecommunications.

**6. Mcebisi Jonas** (Born 1960)  
Independent non-executive director  
BA, Higher Diploma in Education  
**Appointed:** 1 June 2018  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 0/1  
**Other directorships:** Director of various companies in the MTN Group, Northam Platinum Limited and Sygnia Limited. One of President Cyril Ramaphosa's four independent presidential investment envoys tasked with attracting investors to South Africa.  
**Skills, expertise and experience:** Accounting, finance, investment management, economics and strategic leadership.

**7. Koosum Kalyan** (Born 1955)  
Independent non-executive director  
BCom (Law) (Hons) Economics, Senior Executive Management Programme (London Business School)  
**Appointed:** 13 June 2006  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 100%  
**Other directorships:** Director of various companies in MTN Group, non-executive director of Anglo-American South Africa, Aker Solutions Oil and Gas, Member of the Invest Africa International Advisory Board, Garda World International Advisory Board and the Thabo Mbeki Foundation Advisory Board.  
**Skills, expertise and experience:** Economics, corporate governance, infrastructure, oil and gas/energy and scenario planning.

**8. Shaygan Kheradpir** (American) (Born 1960)  
Independent non-executive director  
Doctorate in Electrical Engineering  
**Appointed:** 8 July 2015  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100%  
**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.

**9. Peter Mageza** (Born 1954)  
Independent non-executive director  
FCCA  
**Appointed:** 1 January 2010  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 100% 75%  
**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.

**10. Dawn Marole** (Born 1960)  
Independent non-executive director  
BCom (Acc), Dip Tertiary Education, MBA, Executive Leadership Development Programme  
**Appointed:** 1 January 2010  
**Scheduled board attendance:** 86%  
**Board committee membership and attendance:** 100% 100%  
**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.

**11. Azmi Mikati** (Lebanese) (Born 1972)  
Non-executive director  
BSc  
**Appointed:** 21 July 2006  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 75% 100%  
**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 Oрасom 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.

**12. Stanley Miller** (Belgian) (Born 1958)  
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:** 86%  
**Board committee membership and attendance:** 75%  
**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.

**13. Khotso Mokhele** (Born 1955)  
Independent non-executive director  
BSc (Agriculture), MSc (Food Science), PhD (Microbiology) and a number of honorary doctorates from various institutions  
**Appointed:** 1 July 2018  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 100%  
**Other directorships:** Director of various companies in the MTN Group. Chancellor of the University of the Free State, chairman of Tiger Brands and AECI, the lead independent non-executive director at Afrox Limited and a non-executive director of Hans Merensky Holdings (Pty) Limited.  
**Skills, expertise and experience:** Science and technology.

**14. Christine Ramon** (Born 1967)  
Independent non-executive director  
BCompt, BCompt (Hons), CA(SA), Senior Executive Programme (Harvard)  
**Appointed:** 1 June 2014  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100%  
**Other directorships:** Director of various companies in MTN Group, the International Federation of Accountants, executive director of AngloGold Ashanti Limited and chairman of the CFO Forum.  
**Skills, expertise and experience:** Accounting, finance and general management.

**15. Nkunku Sowazi** (Born 1963)  
Independent non-executive director  
MA  
**Appointed:** 1 August 2016  
**Scheduled board attendance:** 86%  
**Board committee membership and attendance:** 67% 75% 100%  
**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.

**16. Swazi Tshabalala** (Born 1965)  
Independent non-executive director  
Masters in Business Administration. Oxford Fintech Programme  
**Appointed:** 1 June 2018  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 100%  
**Other directorships:** Director of various companies in the MTN Group. She is the Vice President and CFO of the African Development Bank.  
**Skills, expertise and experience:** Financial services, risk, treasury and general management.

**17. Jeff van Rooyen** (Born 1950)  
Independent non-executive director  
BCom, BCompt (Hons), CA(SA)  
**Appointed:** 18 July 2006  
**Scheduled board attendance:** 100%  
**Board committee membership and attendance:** 100% 100% 100%  
**Other directorships:** Director of various companies in MTN Group, Chairman of Exxaro Resources Limited, various companies in Uranus Group, Pick n Pay Stores, and former chairman of Financial Reporting Standard Council of South Africa.  
**Skills, expertise and experience:** Accounting and finance.

- KEY**  
Committee membership and attendance as a percentage of all applicable meetings:
- Board
  - Nominations
  - Remuneration and human resources
  - Audit
  - Risk management, compliance and corporate governance
  - Social and ethics

- Symbols for "chairman of..."
- Nominations committee
  - Remuneration and human resources committee
  - Audit committee
  - Risk management, compliance and corporate governance
  - Social and ethics committee

## 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.

**Rob Shuter**  
(born 1967)

BCom (Econ and Acc),  
PG Dip Acc CA(SA)  
Executive since  
March 2017



**Group president and  
chief executive officer**

**Ralph Mupita**  
(born 1972)

BScEng (Hons), MBA,  
GMP  
Executive since  
April 2017



**Group chief  
financial officer**

**Michael Fleischer**  
(born 1961)

BProc, Advanced Tax  
Certificate  
Admitted as attorney  
of the High Court  
of South Africa  
Executive since 2014



**Group chief  
legal counsel**

**Ismail Jaroudi**  
(born 1970)

BA, Executive  
Education Certificate  
Executive since 2015



**Vice-president:  
MENA**

**Ebenezer Asante**  
(born 1968)

BA (Hons)  
(Econ and Stats),  
Postgraduate Diploma  
in Management  
Executive since  
October 2017



**Vice-president:  
SEAGHA**

**Ferdi Moolman**  
(born 1963)

CA(SA), BCom, BCompt  
(Hons), Theory of  
Accounting Diploma  
Executive since 2015



**Chief executive officer:  
MTN Nigeria**

**Godfrey Motsa**  
(born 1973)

BCom, MBA  
Executive since  
January 2017



**Chief executive officer:  
MTN South Africa**

**Felleng Sekha**  
(born 1967)

BA (Law), LLB,  
Postgraduate Diploma  
in Media and ICT Law  
Executive since  
June 2017



**Group chief regulatory  
and corporate affairs officer**

**Paul Norman**  
(born 1965)

MA (Psych), MBA  
Executive since 1997



**Group chief  
human resources officer**

**Jens Schulte-Bockum**  
(born 1966)

MA (SocSci)  
Executive since  
January 2017



**Group chief  
operations officer**

**Karl Toriola**  
(born 1972)

BSc (Elec Eng), MSc  
(Comm Systems), GMP  
Executive since 2015



**Vice-president:  
WECA**