

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 24<sup>th</sup> ANNUAL GENERAL MEETING

Shareholders of MTN are advised that at the 24<sup>th</sup> Annual General Meeting ("AGM") held on Thursday, 23 May 2019 at 14:30 (South African time), all the ordinary and special resolutions, as set out in the notice of AGM dated 18 April 2019, were passed by the requisite majority of votes of shareholders entitled to vote being present in person and/or represented by proxy.

The total number of shares present and represented, including proxies, at the meeting was **1 460 012 369** or **77.48%** of MTN's issued share capital as at Friday, 17 May 2019, being the Voting Record Date.

\*Expressed as a percentage of **1 884 269 758** MTN ordinary shares in issue as at the Voting Record Date. PricewaterhouseCoopers Inc. issued a factual findings report on the results.

The voting results were as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
<b>Ordinary resolution number 1</b>					
1.1 Election of MH Jonas as a director	99.30	0.70	1 458 163 648	77.39	0.10
1.2 Election of KDK Mokhele as a director	93.74	6.26	1 456 917 918	77.32	0.16
1.3 Election of BS Tshabalala as a director	99.99	0.01	1 456 921 153	77.32	0.16
1.4 Re-election of S Kheradpir as a director	99.98	0.02	1 456 920 635	77.32	0.16
1.5 Re-election of KP Kalyan as a director	93.70	6.30	1 456 921 468	77.32	0.16
1.6 Re-election of AT Mikati as a director	88.73	11.27	1 456 921 335	77.32	0.16
1.7 Re-election of J van Rooyen as a director	89.80	10.20	1 456 921 601	77.32	0.16

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
1.8 Re-election of MLD Marole as a director	99.35	0.65	1 456 921 151	77.32	0.16
1.9 Re-election of NP Mageza as a director	96.69	3.31	1 456 921 151	77.32	0.16
1.10 Re-election of A Harper as a director	79.92	20.08	1 447 151 943	76.80	0.68
<b>Ordinary resolution number 2</b>					
2.1 Election of KC Ramon as a member of the audit committee	99.99	0.01	1 380 081 942	73.24	0.16
2.2 Election of PB Hanratty as a member of the audit committee	99.99	0.01	1 456 926 020	77.32	0.16
2.3 Election of NP Mageza as a member of the audit committee	96.78	3.22	1 456 917 851	77.32	0.16
2.4 Election of J van Rooyen as a member of the audit committee	92.92	7.08	1 456 926 301	77.32	0.16
<b>Ordinary resolution number 3</b>					
Re-appointment of PricewaterhouseCoopers Inc. as an auditor of the Company	61.91	38.09	1 458 306 107	77.39	0.09
<b>Ordinary resolution number 4</b>					
Re-appointment of SizweNtsalubaGobodo Grant Thornton Inc. as an auditor of the Company	67.62	32.38	1 458 306 107	77.39	0.09
<b>Ordinary resolution number 5</b>					
General authority for directors to allot and issue ordinary shares	92.77	7.23	1 458 302 120	77.39	0.09
<b>Ordinary resolution number 6</b>					
General authority for directors to allot and issue ordinary shares for cash	84.17	15.83	1 458 302 464	77.39	0.09

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
<b>Ordinary resolution number 7</b>					
Non-binding advisory vote on the Company's remuneration policy	82.20	17.80	1 448 521 098	76.87	0.61
<b>Ordinary resolution number 8</b>					
Non-binding advisory vote on the Company's remuneration implementation report	78.52	21.48	1 417 140 870	75.21	2.28
<b>Special resolution number 1</b>					
Proposed approval of remuneration payable to non-executive directors	92.00	8.00	1 381 245 175	73.30	0.10
<b>Special resolution number 2</b>					
Repurchase of the Company's shares	99.74	0.26	1 458 177 836	77.39	0.10
<b>Special resolution number 3</b>					
Financial assistance to subsidiaries and other related and interrelated entities	99.40	0.60	1 458 311 576	77.39	0.09
<b>Special resolution number 4</b>					
Financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries	95.10	4.90	1 458 303 313	77.39	0.09

Fairland  
27 May 2019

Lead sponsor  
JP Morgan Equities (SA) Proprietary Limited

Joint sponsor  
Tamela Holdings Proprietary Limited