MTN Group Limited

Integrated Report for the year ended
31 December 2022

Leading digital solutions for Africa's progress

Inside this report

Welcome
to our Integrated Report 2022

01

All about MTN

02 About this report
03 Who we are and where we are going
04 Where we operate and how we performed
05 The view of our Chairman
07 Q&A with the President and CEO
12 Our market context
14 *Our Ambition 2025 strategy*
15 Investment case – a compelling African growth story
16 Creating and preserving value through our business model
18 Our outlook

14
Ambition 2025
Leading digital solutions for Africa's progress

19

How we create value

19 Material matters impacting value creation
29 Social, Ethics and Sustainability Committee Chair's review
30 Stakeholders with whom we partner to create value
35 Risk Management and Compliance Committee Chair's review
36 How we manage risk
37 Top risks to value creation

47

Financial and strategic review

47 Q&A with the CFO
50 Key financial tables
52 Operational performance summary
57 Audit Committee Chair's review
58 Finance and Investment Committee Chair's review
59 Our strategic performance dashboard
60 Our strategic performance
60 Build the largest and most valuable platforms
67 Drive industry-leading connectivity operations
71 Create shared value
73 Accelerate portfolio transformation

75

Governance and remuneration

75 Directors Affairs and Governance Committee Chair's review
76 Governance in support of value creation
78 Our Board of Directors
84 Our International Advisory Board
85 Our Executive Committee
86 Remuneration Report
131 Independent assurance practitioner's limited assurance report
134 Glossary
135 Administration

Our purpose is to enable the benefits of a modern connected life for everyone

Navigating this report: Throughout our Integrated Report, the following icons are used to show the connectivity between our ***Ambition 2025*** strategic priorities, the capitals, material matters and value creation for our stakeholders.

2025 strategic priorities to create value

- Build the **largest and most valuable platforms**
- Drive **industry-leading** connectivity operations
- **Create shared value**
- Accelerate **portfolio transformation**

For more detail on our strategic priorities see page 60

ESG remains **at the core** of our strategy. This aligns with our work to advance the United Nations **Sustainable Development Goals (SDGs)** through our business activities and our support of governments, communities and customers. The SDGs target a sustainable society with a plan to end poverty, protect the planet and ensure equality for all by 2030. We are committed to bridging the digital divide, furthering financial inclusion to advance the attainment of the goals. **For details of how we determine the SDGs on which we have the greatest impact, see page 135**.

MTN focus

5 Gender equality · 8 Decent work and economic growth · 9 Industry, innovation and infrastructure · 10 Reduced inequalities · 13 Climate action · 16 Peace, justice and strong institutions · 17 Partnerships for the goals

SDGs on which we have an indirect impact

1 No poverty · 2 Zero hunger · 3 Good health and well-being · 4 Quality education · 6 Clean water and sanitation · 7 Affordable and clean energy · 11 Sustainable cities and communities · 12 Responsible consumption and production · 15 Life on land

Our material stakeholders:

- Government and regulators
- Civil society
- Investment community
- Subscribers/customers
- MTNers

Our stakeholder engagement report is on page 30

Our capitals:

- Natural
- Financial
- Intellectual
- Human
- Manufactured
- Social

We provide details on how the capitals enable our strategy on page 16 (definitions on page 130)

Material matters:

- MM 1 Geopolitical and macroeconomic conditions
- MM 2 Regulatory environment
- MM 3 Network and platform performance
- MM 4 Greater focus on ESG
- MM 5 Cybersecurity and digital safety
- MM 6 Financial resilience
- MM 7 Future-fit skills and culture
- MM 8 De-layering of the telecoms business model

We unpack our material matters on page 19

Throughout this report we use the * symbol:

* Constant currency after taking into account pro forma adjustments. These are the responsibility of the directors and have been reviewed by our external joint auditors

Other icons:

- LA Limited assurance obtained
- www.mtn.com

The forward-looking financial information disclosed in this Integrated Report has not been reviewed or audited or otherwise reported on by our external joint auditors.

Our reporting suite

These reports are available online at www.mtn.com or on request from investor.relations@mtn.com, where we also welcome feedback from readers on our reports.

IR – Integrated Report
Our primary communication to stakeholders, aiming to enable them to make an informed assessment of our performance and prospects and the value we create through our activities.

AFS – Annual Financial Statements
Detailed statements, analysis of the Group's financial results and the full Audit Committee report.

5Y – Five-Year Review
Comprehensive view over five years of the income statement; statements of financial position and cash flows; performance per share; as well as key non-financial information.

TAX – Tax Report
MTN's approach to tax and dealing with uncertain tax positions; views on specific tax risks; and our total tax contribution.

KIV – King IV™^ Report
MTN's application of the King IV principles.

SR – Sustainability Report
Detailed reporting on how MTN is creating value for stakeholders and driving responsible environmental, social and governance practices.

TR – Transparency Report
Insight on how the policies and actions of governments and corporations affect privacy, security and access to information.

GRI – GRI Report
Structured disclosure on the impacts of the Group's activities using the GRI standards.

CDP – CDP Report
Global environmental disclosure, reporting on risks and opportunities in climate change, water security and broader environmental management.

About this report

Changes in reporting and enhancements

For this report, we made numerous enhancements including:

- A more thorough materiality determination process aligned to best practice.
- Improved disclosure on our environmental, social and governance (ESG) reporting focusing on gender pay ratio and diversity.
- Inclusion of specific market context information on Ghana.
- A disclosure of three-year targets in the remuneration section to assist stakeholders in evaluating the relative appropriateness of variable remuneration.
- Greater use of cross-referencing throughout our suite of reports.

Basis for preparation

Our report reflects integrated thinking at MTN: it is prepared by the Investor Relations team, reporting to the MTN Group CFO. In determining its content, we assess the annual business plan, ***Ambition 2025***, the issues that materially impact our ability to create and preserve value, as well as those that could erode value. The materiality determination process is on page 19.

We also draw on our monthly standardised reports prepared by management across the Group and submitted to the Board of Directors (the Board). These serve as comprehensive monthly updates which include details of our operating context, our strategic performance, our stakeholder engagement, as well as risks and opportunities. The Integrated Report is scrutinised by the Executive Committee (Exco) and then presented to the Audit Committee for review, before being recommended to the Board of Directors.

Controls and combined assurance

The Board ensures an effective control environment which supports the integrity of our information. We use a combined assurance model which considers the role of management, control functions, internal and external audit, and Board committees. For 2022, we assessed our controls to be adequate and effective.

Reporting boundary for this report
(risks and opportunities, outcomes)

Financial reporting entity
(control and significant influence)

MTN Group Limited

Subsidiaries | **Joint ventures** | **Other investments**

(see our portfolio, page 04)

Stakeholders (see page 30)

This Integrated Report is MTN Group Limited's primary communication to all stakeholders and provides a holistic yet concise perspective of the Group to enable readers to make an informed assessment of our performance and prospects and the value we create and preserve through our activities.

Scope and boundary

The material matters and our ***Ambition 2025*** strategy form the anchor of the report, which endeavours to tell the MTN value-creation story clearly and concisely. It explains who we are and where we operate, the context in which we work, our governance and business model, our strategy and investment case, our risks and opportunities, as well as our operational and financial performance in the period 1 January 2022 to 31 December 2022. Financial and non-financial data from our subsidiaries are fully consolidated.

The report gives commentary, performance and prospects for our material subsidiaries: **MTN South Africa** and **MTN Nigeria**, which make up three-fifths of the business, as well as our **three operating regions**, which make up the rest:

- **SEA** (Southern and East Africa).
- **WECA** (West and Central Africa).
- **MENA** (Middle East and North Africa).

For details of our listed operating companies, **MTN Nigeria, MTN Ghana, MTN Rwanda and MTN Uganda**, please see their separate integrated reports online. These will be available on or about 31 May 2023.

We consider the outlook over **three time horizons**:

- The short term (less than three years).
- The medium term (three to five years).
- The long term (beyond five years).

The structure and layout of this report, dated 26 April 2023, draw on the Integrated Reporting Framework. The 2021 Integrated Report was published on 25 April 2022.

Non-financial information on certain aspects has been assured by Ernst & Young and is identified by LA. The Limited Assurance Report is included in this report on page 131.

Supplementary information is on our website in associated reports, the icons of which are on the contents page.

Approval by the Board

MTN's Board acknowledges its responsibility to ensure the integrity of the Integrated Report. We, as the Board, believe that this report has been prepared in accordance with the Integrated Reporting Framework. We are of the opinion that it addresses all material matters and offers a balanced view of MTN's strategy and how it relates to the organisation's ability to create and preserve value in the short, medium and long term, as well as how it relates to efforts to prevent instances where value is eroded. The report adequately addresses the use of, and effects on, the capitals and the way the availability of capitals is impacting MTN's strategic positioning.

Our reports comply with these reporting standards:

Integrated Reporting Framework	IR AFS
Companies Act, No 71 of 2008 (as amended)	IR AFS
JSE Listings Requirements	IR AFS
FTSE/JSE Responsible Investment Index	SR
King IV Report on Corporate Governance™ for South Africa, 2016 (King IV™*) King IV	IR AFS SR
International Financial Reporting Standards	IR AFS
UN Global Reporting Initiative (GRI)	SR GRI
UN SDGs	SR IR GRI
CDP	SR CDP

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Mcebisi Jonas
Chairman

Khotso Mokhele
Lead independent director

Ralph Mupita
Group CEO

Tsholofelo Molefe
Group CFO

Noluthando Gosa

Paul Hanratty

Shaygan Kheradpir

Nicky Newton-King

Sindi Mabaso-Koyana

Nosipho Molope

Stan Miller

Tim Pennington

Vincent Rague

Lamido Sanusi

Nkululeko Sowazi

Approval date: 26 April 2023

Who we are and where we are going

Our purpose is to enable the benefits of a modern connected life for everyone

MTN is a pan-African mobile operator. Our purpose is embodied in our belief statement that *everyone deserves the benefits of a modern connected life*. Our strategic intent is leading digital solutions for Africa's progress. We provide a diverse range of voice, data, fintech, digital, enterprise, wholesale, and API services to more than 289 million customers in 19 markets.

We were established in South Africa at the dawn of democracy in 1994 as a leader in transformation. Since then, we have grown by investing in sophisticated communication infrastructure, developing new technologies and by harnessing the talent of our diverse people to now offer services to communities across Africa and in the Middle East.

MTN Group Limited is a publicly owned entity whose shares are traded on the JSE. At the end of 2022 our market capitalisation was approximately R240 billion (US$14 billion).

How we define value: For us, value is progress in achieving our strategic intent and delivering on our belief that everyone deserves the benefits of a modern connected life in our footprint.

Guided by our

Strategic intent

Ambition 2025

'Leading digital solutions for Africa's progress'

And delivering on our

2025

Strategic priorities

Build the largest and most valuable platforms	Drive industry-leading connectivity operations	Create shared value	Accelerate portfolio transformation

We are creating the MTN of tomorrow

enabled by our values:

Lead with Care
Can-do with Integrity
Collaborate with Agility
Serve with Respect
Act with Inclusion

With ESG at the core

Creating value for all

289m subscribers	**137m** active data users	Africa's largest fixed and mobile network: invested capex of **R38.2bn**	
69m active MoMo users	**22m** active ayoba users	Economic value of **~R149bn** added across our markets	Broadband coverage **~88%** (targeting 95% by 2025)
R196bn in service revenue	**17 462** skilled MTNers	Reduction of **~13.9%^** in GHG emissions (targeting 50% reduction by 2030 and Net Zero emissions by 2040)	Women are **40%** of our workforce (targeting 50% by 2030)

Doing for tomorrow, *today.*

^Excluding South Africa which was impacted by loadshedding.

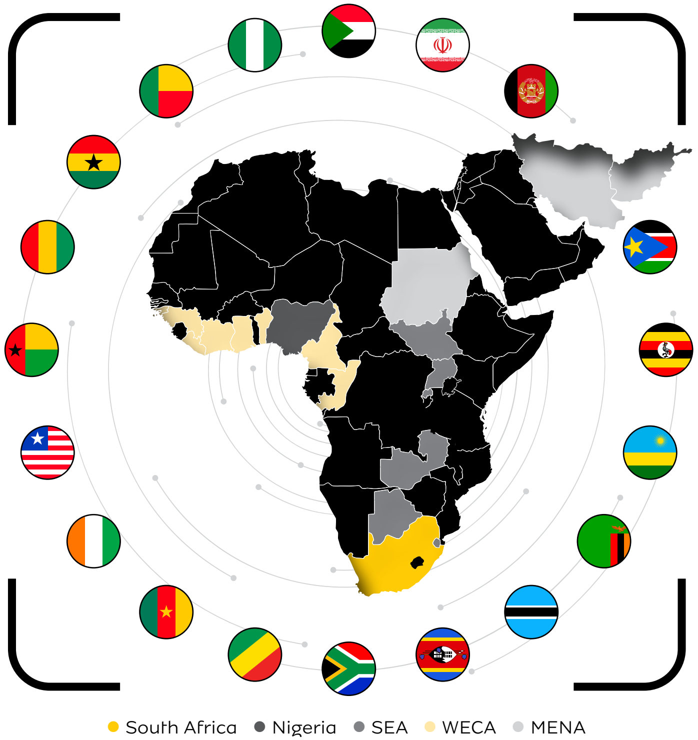
Where we operate and how we performed

Our geographic footprint is wide, stretching over 19 markets on two continents. This makes robust operational oversight critical. We secure this through a management structure that reflects the contributions to Group earnings of each of our operations in South Africa and Nigeria and that of our regions – SEA, WECA and MENA – combined.

Our portfolio at 31 December 2022 (MTN Group effective shareholding)

MTN South Africa	**100.0%**
MTN Nigeria ▲	**75.7%**
SEA	
MTN Uganda ▲	83.1%
MTN Rwanda ▲	80.0%
MTN Zambia ▲	89.8%
MTN South Sudan	100.0%
Mascom Botswana^Δ	53.1%
MTN eSwatini^Δ	30.0%
WECA	
MTN Ghana ▲#	84.3%
MTN Cameroon	80.0%
MTN Côte d'Ivoire	66.8%
MTN Benin	75.0%
MTN Guinea-Conakry	75.0%
MTN Congo-Brazzaville	100.0%
LonestarCell (MTN Liberia)	60.0%
MTN Guinea-Bissau	100.0%
MENA	
MTN Sudan	85.0%
MTN Afghanistan ■	100.0%
MTN Irancell^Δ	49.0%
Associates, JVs and other investments	
aYo	50.0%
IHS Group	25.7%
Iran Internet Group^Δ	29.5%
Middle East Internet Holding^Δ	50.0%

▲ Localisations.
■ Exiting in an orderly manner over the medium term .
Δ Equity accounted.
 # Legal ownership is 79.3%.



How we performed in 2022

17 462
employees

+15.3%* to R196.5bn
service revenue

+32.2%* to R73.7bn
data revenue

+14.3%* to R17.3bn
fintech revenue

+14.3%* to R90.8bn
EBITDA

-0.2pp* to 44%
EBITDA margin

+17.0% to R38.2bn
capex#

+16.7m to 289.1m
subscribers

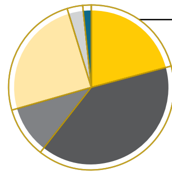
+15.0m to 137.0m
data users

+12.2m to 69.1m
active MoMo users

 # IAS 17

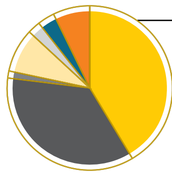
Service revenue contribution

By geography %



South Africa	21.1
Nigeria	39.7
SEA	9.8
WECA	24.8
MENA	3.2
Head offices including MTN GC	1.4

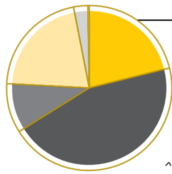
By services (%)



Voice	41.6
Data	35.4
Digital	1.6
Fintech	8.4
SMS	2.5
Wholesale	3.4
Other	7.1

EBITDA^ contribution

By geography (%)



South Africa	21.7
Nigeria	45.7
SEA	9.9
WECA	21.3
MENA	3.0

^Excluding hyperinflation -1.6%

Simplifying our portfolio

Our asset realisation programme (ARP)

Our ARP was launched in 2019 and enhanced in 2020 to simplify the portfolio and reduce risk by realising assets that were viewed as not key to our strategy. Our target is gross proceeds of at least R25 billion over three years. As at 31 December 2022, we had realised R18.8 billion in proceeds since March 2020, with R12.0 billion of that in 2022.

Localisations remain key as we prioritise creating shared value, broadening local participation and deepening the capital markets in which we operate. In 2022, we received gross proceeds of R4.2 billion from the Series 1 MTN Nigeria public offer.

We increased the local shareholding in MTN Ghana to 23.7% against our target of 30%. As a result, the Group received gross proceeds of R708 million. For the sale of MTN SA's 5 700 towers, we received R6.4 billion in gross proceeds.

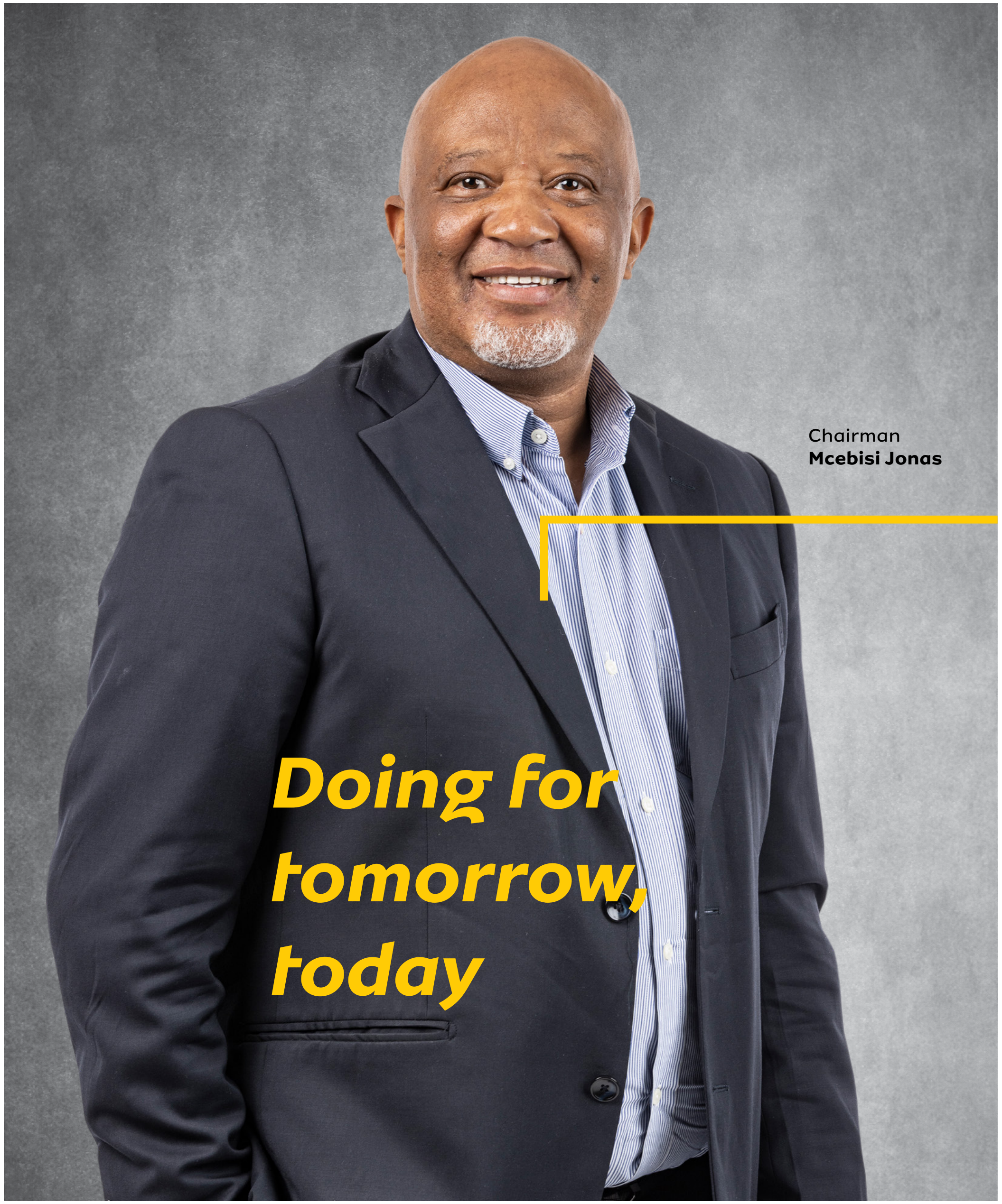
Portfolio transformation

In 2020, we announced our intention to exit the Middle East operations over the medium term in line with our pan-Africa focus and to simplify our portfolio and reduce risk.

In 2022, we received a binding offer from a subsidiary of M1 Group (M1) for our shares in MTN Afghanistan for a gross consideration of US$35 million (approximately US$25 million on a discounted basis). We expect to finalise the transaction in the second half of 2023, which will conclude our exit of previously consolidated operations in the Middle East.

We also disposed of a 50% interest in aYo Holdings to Sanlam and received gross proceeds of R680 million.

The view of our Chairman



To our stakeholders

MTN delivered another solid performance in 2022, within an operating context of increased global and regional macroeconomic and geopolitical volatility. Internationally and in our markets, we saw rising energy and food prices, higher overall inflation as well as higher interest rates, which all put pressure on disposable incomes, as well as on operating and capital expenditure.

The momentum of the economic recovery decelerated in 2022 with global GDP growth slowing to 3.4% (2021: 6.0%). Global inflation averaged 8.8% in 2022 (2021: 4.7%) – the highest in about 25 years. These effects were exacerbated by the conflict in Ukraine, China's zero COVID-19 policy as well as exchange rate volatility, which put additional strain on supply chains.

For our markets, the slowdown in sub-Saharan Africa (SSA) was more moderate: growth of 3.6% (2021: 4.1%). Blended inflation across our footprint averaged 15.1%, compared to 11.5% in 2021, with sharp increases in our key markets of South Africa, Nigeria and Ghana.

A proactive approach to managing macroeconomic volatility

In my 2021 letter to you, I highlighted the risks associated with an inflationary upcycle and the need for this to be carefully managed. I am pleased with the strong execution of MTN's ***Ambition 2025*** strategy in this context, which leveraged the resilience of the Group's business model to deliver a robust set of 2022 results. This was underpinned by the proactive initiatives to manage the inflationary environment, with a focus on commercial, supply chain, network and financial resilience interventions. These are detailed in the Q&A with the President and CEO (page 07).

In MTN Group's home market of South Africa, macroeconomic pressures were compounded by the deterioration of grid power availability: loadshedding increased throughout 2022, particularly in the second half. MTN South Africa is addressing this through a comprehensive network resilience plan, which we expect will improve network availability into the second half of 2023 and support a recovery in service revenue back towards our medium-term target range of 4 to 6% growth per annum.

Ambition 2025 delivery

Despite the tough trading context, we made further strides in building the MTN of the future through the execution of ***Ambition 2025***. The Q&A with the President and CEO (page 07) describes the considerable progress made to deliver on our strategic priorities in 2022, with more detail available in our strategic performance dashboard section (page 60).

We continued to drive digital and financial inclusion, connecting 137 million and 69 million active data and fintech users respectively. In 2022, we grew service revenue by 15.3%* and held the EBITDA margin steady at 44.0%* through execution of the expense efficiency programme (EEP). Our financial resilience enabled us to absorb the shocks in the operating environment and invest in the growth of our business. In this regard, we made pleasing advances in further reducing our holding company (Holdco) leverage to 0.8x (from 1.0x), on the back of solid cash flow generation and delivery of our ARP. Please see the Q&A with the CFO on page 47, which provides our financial performance in more detail.

References to our ESG work and our strategic priority to create shared value are made throughout this Integrated Report. Please also read the Sustainability Report and Transparency Report published simultaneously for a comprehensive view of our enhanced disclosures, programmes and progress in sustainability.

The view of our Chairman continued

Our objective is to be the trusted partner of choice in the socioeconomic development of our nation state hosts. In this regard, in 2022 we reduced our scope 1 and 2 emissions; further lowered the cost to communicate and expanded our network coverage; advanced the representation of women across the Group; and continued to improve our governance. Our contribution to society in the year was approximately R149 billion, as measured by economic value added. This was up by R34 billion from 2021 and included income taxes paid of approximately R14 billion.

Mitigating regulatory uncertainties through compliance, collaboration and comprehensive stakeholder engagement

MTN operates in a dynamic regulatory environment and, during the year, we continued our work to support and accelerate initiatives aimed at implementing SIM-registration directives notably in Nigeria and Ghana. We are encouraged by the recovery in subscriber momentum since the initial impacts, which supported overall subscriber growth for the Group.

In our fintech business, new fintech taxes and levies were introduced in key markets such as Ghana, Benin and Cameroon. These, along with price reductions in person-to-person (P2P) transfers and withdrawals in Côte d'Ivoire to maintain our competitive position, slowed the growth momentum of fintech revenue in the short term.

Through our focus on driving ecosystem expansion, we sustained robust growth in key metrics such as fintech transaction volumes and active MoMo agents, which underpin our medium-term growth outlook for the business.

The Board continued to diligently exercise its oversight role and remained engaged with stakeholders to strengthen MTN's partnerships with them as well as ensure speedy and constructive outcomes to developing regulatory matters. More broadly, this approach also helped to build on the improvements in the Group's reputation (see page 30).

I am grateful to the many stakeholders with whom members of the Board, Exco and I met during the year – from representatives of the nation states that host MTN operations to central bankers, regulators, employees, investors, customers and members of civil society across our markets. The engagement was always useful; the feedback instructive; and the partnership approach appreciated.

Evolving and enhancing our governance

During our annual governance roadshow in May 2022, we were encouraged by shareholders' validation of our deliberate efforts to continuously improve MTN's governance, reporting and disclosure, including in reporting on remuneration.

Among the key themes arising during the roadshow were questions about directors' overall commitments; the Board's digital and fintech skills; the role of the International Advisory Board (IAB); remuneration (including the gender pay gap and ESG KPIs); our approach to digital human rights; progress on emission reductions; and the delivery of our strategy.

In addition to providing feedback at the time, details on these topics are unpacked for a wider audience throughout MTN Group's 2022 suite of annual reports. I would like to direct readers in particular to the governance section starting on page 75 (including the work of the Directors Affairs and Governance Committee); the strategic performance write-up on page 59; the Remuneration Report on page 86; and the Sustainability Report and Transparency Report, both available online.

We continued the evolution of our Board and governance structures in 2022. In terms of changes to the independent non-executive directors on the Board, Swazi Tshabalala resigned effective 25 May 2022; Tim Pennington and Nicky Newton-King joined effective 1 August 2022 and 1 January 2023 respectively; and Paul Hanratty will step down on 30 April 2023. On behalf of my fellow directors, I would like to thank those departing members for their valuable contribution over the years and welcome the new directors whose positive presence is already being felt.

With the three-year term of the IAB coming to an end, MTN has resolved to evolve the structure into a more open-architected stakeholder forum. This results from the work done since 2019 to strengthen the Board and will provide a platform for a wider range of experts (including former members of the IAB) to provide counsel on nation state issues as and when required. I would also like to extend my sincere appreciation to the members of the IAB for their wise counsel in the past and look forward to their input on the new forum.

Outlook

As we look ahead into 2023, the global geopolitical and economic picture remains volatile and is anticipated to remain challenging. The capital markets have already been shaken by the failure in mid-March of two US banks, with repercussions also felt in the banking sector in Europe.

MTN will continue to implement proactive measures to manage inflationary pressures and macroeconomic volatility. Despite these challenges that impact our business in the short term, we still see attractive opportunities ahead and believe that MTN's resilient business model, strong balance sheet and robust and relevant strategy position the Group for accelerated growth and relevance in the run-up to 2025 and beyond.

At MTN, our 17 462 skilled and dedicated employees are living inspired. To support the Group's strategic priorities, in 2022 there were several Board and executive appointments of people with skills and experience across numerous fields, including financial services, fintech, regulation, governance and compliance.

This will enable the Group to continue delivering on the strategic priorities of ***Ambition 2025*** to build the largest and most valuable platforms and drive industry-leading connectivity operations. We will also continue to create shared value for our stakeholders and accelerate portfolio transformation.

I would like to thank our many partners for their interest and support in 2022 and look forward to continuing to work together with them in 2023 as we continue **Doing for tomorrow**, ***today***

Mcebisi Jonas
Chairman
Fairland

26 April 2023

Q&A with the President and CEO

Q

2022 was particularly challenging given macroeconomic and geopolitical volatility – how did MTN perform in this context?

A

- Subscribers increased by 6.1% year-on-year (YoY) to 289.1 million.
- Active data subscribers increased by 12.3% YoY to 137.0 million.
- Data traffic increased by 32.6% YoY.
- Active Mobile Money (MoMo) users increased by 21.4% YoY to 69.1 million.
- MoMo volume of transactions was up 33.9% YoY to 13.4 billion.

Resilient in a challenging trading environment

MTN's operating environment in 2022 was characterised by elevated inflation and interest rates; local foreign exchange volatility and scarcity; evolving regulatory developments; and rising energy costs. The blended inflation rate in our markets averaged 15.1% compared to 11.5% in 2021, rising sharply in key markets in H2. Taking the cue from deteriorating global trends, the macroeconomic landscape in our markets put additional pressure on consumers' disposable income and prompted enterprises to optimise operating and capital expenditure.

In South Africa, business conditions were made even more difficult by the deterioration in availability of national grid power, especially in H2. Globally, ongoing geopolitical instability, supply chain constraints driven by China's zero COVID-19 policy and exchange rate volatility also added pressure to operating margins.

Strong commercial momentum and execution

In this context, we are pleased with our commercial and operational performance in the period. This was sustained by the structurally higher demand for our data and fintech services in our markets as well as solid strategy execution, which was reinforced by the proactive interventions we implemented to mitigate the business and social impacts of the macroeconomic pressures.

Q&A with the President and CEO continued

Across the Group, the total number of subscribers increased by 6.1% to 289.1 million in 2022, notwithstanding the impact of SIM registration regulations in Nigeria and Ghana during the year. Active data subscribers rose by 12.3% to 137 million and data traffic increased by 32.6%. This robust growth in data traffic was enabled by the investment made into our networks.

In the period, we rolled out 3 498 3G and 7 993 4G sites, culminating in our 3G and 4G coverage increasing by nine million and 45 million people respectively. In 2022, we rolled out 1 570 5G sites, mainly in South Africa and Nigeria, bringing our total number of 5G sites to 2 527. We increased smartphone penetration to 58.0% of our customer base (up 3.8pp), as we continued our push for greater digital and financial inclusion.

MTN GlobalConnect (MTN GC), which drives our FibreCo ambitions, continued to scale its fixed connectivity and wholesale mobility services. It rolled out 5 157km of new fibre in 2022, bringing our total inventory to more than 105 157km of proprietary fibre and comparing well with our 2025 target of 135 000km. MTN GC formed a strategic pan-African connectivity partnership with Microsoft. This partnership will see MTN GC provide access to large-scale infrastructure services that will build capacity for Microsoft to drive digital transformation and enable a connected African continent. Overall in 2022, MTN GC signed fixed external infrastructure deals valued at US$90.8 million.

In our fintech business, active MoMo users rose by 21.4% to 69.1 million, while the volume of transactions processed through our platform grew by 33.9% YoY to 13.4 billion. Although the pricing reductions in Côte d'Ivoire impacted overall service revenue growth, this has recovered in line with expectations, with a positive YoY trajectory in Q4. Importantly, we sustained the expansion of our fintech ecosystem, increasing active agents and merchants by 30.3% and 86.0% respectively. This is critical to the medium- and long-term growth of our business; supporting increased activity, revenue and cash flow in fintech.

We drove the momentum in our MoMo Payment Services Bank (PSB) in Nigeria, following its launch in Q2 2022, even though the growth in active wallets was slowed by the temporary suspension of the Nigerian Interbank Settlement System interface in Q3. The interface was reopened as planned, starting with inbound transfers in December 2022 and the outbound phase completed post the year-end.

The financial performance is covered in greater depth by the CFO on page 47, however, in terms of the highlights, our strong commercial execution enabled a resilient performance with Group service revenue and earnings before interest, taxes, depreciation and amortisation (EBITDA) up by 15.3%* and 14.3%* respectively.

< Q >

You have talked about interventions to mitigate the impacts of the current macroeconomic headwinds. Please provide an update on how these progressed.

< A >

We focused on four broad measures to navigate the inflationary environment and wider macroeconomic pressures in our markets.

From a **commercial** perspective, we implemented some price optimisation measures required to ensure the long-term sustainability of our business and the level of investment required to maintain the capacity and quality of our networks. In this regard, we also accelerated our customer value management (CVM) efforts and streamlined promotions and rationalised our offerings where necessary to help manage churn and optimise effective pricing.

MTN SA announced below-inflation tariff increases across its postpaid plans (effective from 1 April 2023) and in markets with particularly high inflation, such as Ghana, we implemented selective price reviews. In hyperinflationary markets such as South Sudan and Sudan, price revisions are considered on an ongoing basis and we remain engaged with regulators in markets such as Nigeria, Uganda, Côte d'Ivoire and Guinea-Bissau regarding market pricing.

To manage challenges in our **supply chain**, we continued to employ the comprehensive risk mitigation strategies we have had in place for a number of years now. As part of this, we leveraged our scale and worked with partners for advance purchase orders to ensure sufficient coverage for critical spares for our networks and operations. We also accelerated initiatives for more local currency pricing for IT and network expenditure as well as improvements in price books.

In order to manage **network** risks and expenditure, we engaged with our towerco partners. Our focus is on ensuring terms that will allow us to cushion the impacts of inflationary and foreign currency volatility as well as optimise arrangements around power to promote delivery of MTN's Net Zero emissions commitment.

The impact of rising energy costs was well managed in 2022, with energy costs contributing about 6-8% to total costs at Group level, 9-10% in South Africa, 5-7% in Nigeria and 10-12% in Ghana. Most of the MTN Nigeria towerco leases do not include a diesel pass-through, helping mitigate that risk. In South Africa, ongoing and intensified power outages (loadshedding) increased the negative impacts on network availability. We continue to implement our comprehensive network resilience plan to mitigate these impacts.

We continued to build the **financial resilience** of our business with a focus on accelerating expense efficiencies, working capital initiatives and liability management. We drove our EEP to help protect our operating margins, realising efficiencies of R2.7 billion in the year. Through our interventions, we also reduced our Holdco leverage further to 0.8x (December 2021: 1.0x) and remained comfortably within our medium-term target of 1.5x. This is unpacked a bit more by the CFO (page 47).

< Q >

You mentioned South Africa, which was impacted by the increased frequency and intensity of loadshedding – how did this affect performance and what are you doing to mitigate it?

< A >

The extent of loadshedding intensified over the course of 2022, which increased the pressure on MTN South Africa's network availability, particularly in the second half – South Africa experienced a total of 208 days of loadshedding during the year, with 146 of these in H2. The effects were exacerbated by higher incidents of theft and vandalism, which necessitated additional security measures for sites and put additional pressure on operating costs.

We estimate that the overall effect of loadshedding on the top line and on costs resulted in a negative impact of R695 million (or 3.4%) on MTN SA's EBITDA. MTN SA commenced the rollout of its comprehensive network resilience plan in H2 2022, which resulted in the upgrade of 3 253 sites by the end of February 2023. The plan includes the deployment of additional batteries, solar solutions, generators and enhanced security features on sites. MTN SA targets a substantial completion of this process by the end of May 2023 and is also working with its partners on further optimising sites to ensure consistent performance of the resilience upgrades. This optimisation process is expected to be concluded by December 2023.

We revised MTN SA's medium-term EBITDA margin to 37-39% (from 39-42%) while keeping our medium-target for MTN SA's

Q&A with the President and CEO continued

service revenue growth unchanged (mid-single digits). We anticipate that loadshedding will continue at peak stages in the near term; at stage 4 and above, the associated costs start impacting the margin directly.

With regard to the top line, once improved network availability is achieved, MTN SA will be in a position to start driving the recovery in top-line growth in H2, towards our medium-term target for the business. This will be supported by our CVM initiatives and price optimisation efforts.

Q

Two years into *Ambition 2025*, how has it progressed and is the strategy still relevant?

A

Pleasing delivery on *Ambition 2025* strategy

We launched our ***Ambition 2025*** strategy in 2021 with the strategic intent of leading digital solutions for Africa's progress. The objective of our strategy is to sustain medium-term growth, deleverage the Holdco balance sheet faster, create shared value and unlock the value inherent in our infrastructure assets and platforms.

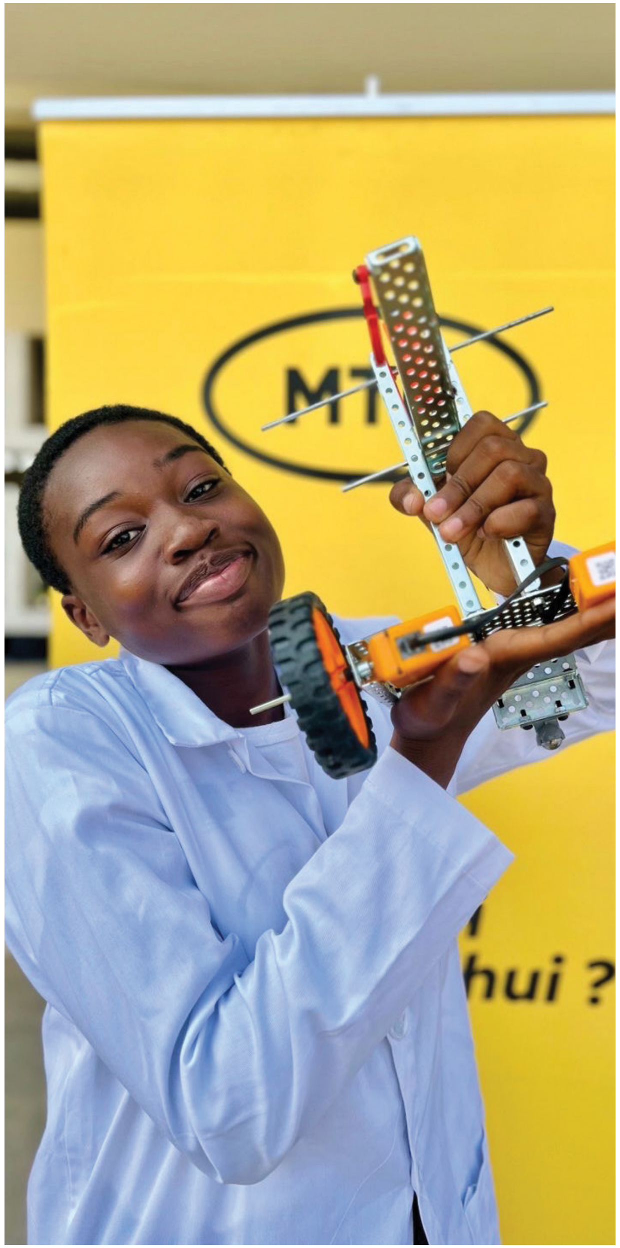
Ambition 2025 is focused on building the largest and most valuable platform business with a clear focus on Africa, underpinned by the continent's largest and scale connectivity and infrastructure business with mobile and fixed access networks in consumer, enterprise and wholesale segments.

We have made good progress in our strategy implementation, which has enabled us to deliver growth in line with our medium-term guidance through strong commercial execution. We have also improved the profitability and return profile of the business as we have driven efficiencies through the EEP. We have substantially deleveraged our balance sheet, supported by the focus on cash flow generation and delivery of our ARP.

Well-progressed strategic initiatives

Our work to structurally separate the fintech business from the GSM business is progressing well with the implementation of inter-company agreements now largely complete. We have received offers for minority investments into the MTN Group fintech structure from potential strategic partners that have the skills and capabilities to support the acceleration of the platform. The review of these offers and engagement with potential partners is expected to conclude by the end of 2023.

Q&A with the President and CEO continued



The structural separation of the fibre business is also underway and is targeted for completion in 2024. We now have subsidiaries in five African countries (Nigeria, Ghana, Uganda, Zambia and Kenya) housed in MTN GC, which is driving the consolidating of our international and national wholesale and fixed connectivity activities. The focus as we look ahead is to secure regulatory approvals across key markets.

Continued execution of ARP and portfolio transformation

In 2022, we realised R12.0 billion in gross proceeds from the ARP, bringing the total to R18.8 billion since March 2020. In the past year, the Group received gross proceeds of R4.2 billion from the Series 1 MTN Nigeria public offer. We made progress in the further localisation of MTN Ghana, with an increase in local shareholding to 23.7% against our stated target of 30%. As a result, the Group received gross cash proceeds of R708 million.

In South Africa, we completed an agreement with IHS Towers for the sale and leaseback of MTN SA's passive tower infrastructure of 5 700 towers. We received R6.4 billion in gross proceeds. We also disposed of a 50% interest in aYo Holdings Limited to Sanlam and received gross proceeds of R680 million.

In terms of portfolio transformation, in August 2022, we announced that we had received a binding offer for our shares in MTN Afghanistan for a gross consideration of US$35 million. MTN Dubai Limited and MINT Trading Middle East Limited (a 100%-owned subsidiary of M1) have subsequently signed a sale and purchase agreement (SPA) regarding the transaction, conclusion of which is anticipated in H2 2023 subject to conditions precedent and regulatory approvals. Once finalised, this will conclude the exit of the previously consolidated Middle East markets.

Delivering shared value to our stakeholders, with ESG at the core

Important to our strategy is our priority to create shared value. During 2022 we achieved a 12.3% reduction in absolute scope 1 and 2 emissions (tCO_2e) excluding MTN SA, against our annual target of 3.5% reductions. Based on the challenges associated with loadshedding, the performance of MTN SA detracted from the overall Group performance. We further reduced the cost to communicate, lowering the blended cost of data across our markets by 22.7%, while we increased our overall (including rural) broadband coverage by 4.8pp to 87.8%. We also sustained MTN's substantial social and economic contribution amounting to approximately R149 billion, including income taxes paid.

We advanced important key ESG initiatives in the business, which also reflected in improved scores across our focus ESG raters and rankers. Our Reputation Index Survey score of 79.6% for 2022 was above our target of 75%.

Ambition 2025 positions MTN well for current conditions and sustained growth

Our strategy remains very relevant today. *Ambition 2025* has entrenched the resilience of our business, which enables MTN to navigate the near-term challenges in our operating environment as well as capture the compelling and unique growth opportunities in our markets. This positions us well to sustain growth in our business and unlock value for our stakeholders over the medium term.

< Q >

How do you view MTN's outlook?

< A >

We are focused on the continued execution of our *Ambition 2025* strategic priorities with the confidence that the fundamentals and the investment case remain compelling. MTN's medium-term growth outlook is underpinned by the structurally higher demand for our data and fintech services, which aligns strongly with our belief that everyone deserves the benefits of a modern connected life.

In the short term, we are encouraged by the resilience of our business. We are also reassured by the effectiveness of the proactive interventions we have implemented to manage the inflationary and regulatory environment in our markets, cement the resilience in our networks and safeguard the financial flexibility we have built into our business. MTN is also committed to supporting broader stakeholders through the volatility as well as fulfilling our role as the partner of choice in the socioeconomic development of the nation states we serve.

Our work to accelerate growth in MTN SA, MTN Nigeria and our regions – particularly in the data business – underscores the short-, medium- and long-term outlook for our connectivity business. We are committed to continue keeping our customers connected and providing them with even more value through our innovative services and offers.

Our fintech business is critical to our ambition of building the largest and most valuable platforms and underpins our long-term growth outlook. We are staying focused on building a long-term scale fintech platform ecosystem, in driving users,

Q&A with the President and CEO continued

agents, merchants and advanced services that continue to grow strongly. We are leveraging our scale wallet business to seize the opportunities and accelerate the expansion of our lending, InsurTech, remittances as well as payment and e-commerce verticals.

The ongoing work on key strategic initiatives aims to secure the long-term growth of the business, as well as unlock value. The immediate focus in our fintech business is to implement the structural separation and finalise the minority investments by potential strategic partners. Our FibreCo o separation work is also progressing, with a focus on regulatory approvals. We are also advancing our ESG efforts, which are critical to the Group's long-term sustainability.

Macroeconomic and market conditions will continue to influence our ability to execute on our ARP and portfolio transformation initiatives. We continue to sustain the work to progress our localisations in key markets (Nigeria and Ghana) and aim to complete our exit from Afghanistan by H2 2023. The Board and management will continue to explore options to realise value from MTN's minority investment in IHS.

Although the macroeconomic conditions are anticipated to remain challenging in the near term, we maintain our overall medium-term (three to five year) guidance. As mentioned, we have updated the target range for MTN SA's EBITDA margin to 37-39% (previously 39-42%).

Guided by our disciplined approach to capital allocation, we will continue to invest in our networks and platforms to sustain the structurally higher demand we see for our data and fintech services. We expect our capex envelope for 2023 to be approximately R37.4 billion in support of our faster growing areas and investment case. We maintain a medium-term target range of 15-18% for capex intensity on current currency assumptions.

For details of our strategic performance in the year and our 2025 ambitions, please see our strategic performance dashboard on page 59 and our outlook on page 18.

Our market context

Amid continued global economic and geopolitical uncertainty, we see both challenges and opportunities. By considering our market context, we are better able to determine our material matters; to understand the impact these have on our business model; and to develop and execute on our strategy by leveraging off our many competitive advantages, including our scale, brand, skills, presence and financial position. We are also able to better align our priorities with those of our stakeholders as we strive to create shared value. Here we present our operating context by the geographies of the biggest contributors to our business, namely South Africa, Nigeria, Ghana and other markets:

	South Africa	Nigeria
	South Africa: South Africa is an attractive market that offers opportunities in data, network sharing and enterprise services despite some economic and political challenges.	**Nigeria:** Africa's largest economy and population presents significant opportunities to MTN Nigeria, the market leader. Challenges include higher inflation, evolving regulation and ongoing competition. We see opportunity for continued data growth and scaling of fintech.
Macroeconomic	• Consumers are under pressure due to a challenging macroeconomic environment with sluggish gross domestic product (GDP) growth and high rates of unemployment. This has been exacerbated by an electricity crisis, higher inflation and interest rates and, a weakening currency. • The market continues to offer attractive medium-term opportunities underpinned by demand for data. These include home connectivity, wholesale and infrastructure sharing, as well as demand for enterprise services.	• Slowing economy, accelerating inflation (which averaged 18.8% in 2022) and a depreciating currency all put pressure on consumers' disposable incomes and the cost of doing business. • Limited foreign exchange availability makes it difficult for multinational companies to repatriate earnings. • The economy offers latent growth opportunities that can be unlocked by economic reforms and underpins a strong runway of growth in adoption of data and fintech services.
Sociopolitical	• Public frustration with rising living costs, electricity shortages, a lack of political momentum and poor public services raises the risk of strikes and protests. • Intensifying loadshedding requires MTN to invest more capex in battery backup, generators and site security. It also leads to some revenue being forfeited as networks are disrupted.	• Continued insecurity in the Northern and South-Eastern regions and increasing incidents of clashes in the Middle Belt. • Economic challenges lead to rising social tensions, exacerbated by campaigning around elections. • The Nigerian Communications Commission directed operators in April 2022 to restrict outgoing calls for subscribers whose SIMs were not associated with national identification numbers (NINs). We implemented the directive on 19 million subscribers and have since re-activated those who have linked their NINs to their SIMs. • Elections and new leadership in the country could accelerate reforms that would boost economic growth over the medium to long term.
Competitive landscape	• **Ability to increase prices:** The inflationary environment in the market necessitates the consideration of price optimisation and increases where appropriate to sustain investment in the sector. • **5G:** MTN is rolling out 5G after winning spectrum in the Independent Communications Authority of South Africa (ICASA) auction. Additional spectrum is expected to be released in the short term. • **Market consolidation:** There is potential for consolidation as players seek economies of scale, especially in home connectivity market. • **Loadshedding:** Disruption to networks is affecting network availability for all operators. • **Fintech:** Banks and niche players are expanding and improving their mobile offerings and there are new mobile virtual network operators entering the market. • **Cloud:** Banks and telcos are partnering with hyperscalers to drive application modernisation and joint product development, enabling digital transformation. Hyperscalers are looking to use South Africa as a launch pad into the rest of the continent.	• The second-largest market player remains competitive, although overall competitive intensity in the market, while still tight, has somewhat moderated as a result of high inflation and the challenging macroeconomic environment. • **5G:** After winning 100MHz spectrum for 5G in an auction, MTN became the first operator to launch 5G in Nigeria in 2022. We are targeting 10% 5G population coverage by end-2023. The other spectrum winner is yet to launch its network. • **Fibre:** The FTTx# sector is still very small but FWA^ is becoming a more relevant alternative to fibre and there are opportunities for consolidation. • **Fintech:** We launched MoMo PSB in May 2022. Traditional banks are also expanding their digital propositions, in addition to over-the-top (OTT) fintech players. • **Cloud:** Data centres are migrating to the cloud. The Nigerian cloud computing policy targets a 30% increase in cloud adoption by 2024.
Relevant risks	RISK 1, RISK 2, RISK 7, RISK 9, RISK 10	RISK 1, RISK 2, RISK 4, RISK 5, RISK 6, RISK 7, RISK 8, RISK 10

All material matters are relevant to all our markets

MM 1 | MM 2 | MM 3 | MM 4 | MM 5 | MM 6 | MM 7 | MM 8

Fibre to the x – a collective term used to describe all types of fibre infrastructure.
^ Fixed wireless access.

Our market context continued

Ghana: MTN's biggest fintech market, where MTN Ghana is the market leader. The economy is facing significant challenges, with rising living costs fuelling public discontent. There is also increased regulatory scrutiny, including SIM registration and the National Communications Authority's (NCA) classification of MTN Ghana (since June 2020) as a significant market power (SMP).

Other markets: Fierce competition across all markets, with growing regulatory scrutiny and increasing taxes on MFS.

Macroeconomic

Ghana

- Foreign exchange hard currency is often difficult to secure the ability of multinational companies to repatriate earnings.
- A sharp increase in inflation (to 54.2% in December 2022) and a depreciating currency is putting pressure on the disposable incomes of consumers and making it difficult for the government to repay its debt. In December 2022, Ghana reached an agreement with the IMF on a US$3 billion loan which should drive reforms aimed at restoring macroeconomic stability and debt sustainability.

Other markets

- Accelerating inflation and interest rates, as well as foreign exchange volatility and scarcity pressure consumers, enterprises and public finances.
- Tighter financial and monetary conditions, lower trading-partner growth and a shift in the commodity terms of trade means stagflation in many markets.
- Zambia economy trending positively.

Sociopolitical

Ghana

- SMP classification means increased pressure to achieve localisation and national roaming objectives; challenges acquiring spectrum and increased tax audits.
- 1.5% e-levy on MoMo transactions introduced in May 2022 and then reduced to 1.0% effective 1 January 2023.
- Ongoing SIM registration requirements.

Other markets

- In many markets, there is political uncertainty and social unrest.
- Increased regulatory pressure, particularly on fintech service, including the introduction of levies to support government fiscal resources.

Competitive landscape

Ghana

- **4G:** MTN Ghana has extensive 4G coverage, but this is constrained due to inadequate spectrum allocation.
- A lack of investment by other mobile operators increases pressure on MTN infrastructure to support industry capacity requirements.
- **Fibre infrastructure:** The FTTx sector is small and concentrated.
- **Fintech:** Potential for growth as only half the active GSM customer base uses mobile financial services (MFS).
- Strong growth in **4G** mobile data demand.
- Potential for accelerated **Enterprise** growth, as well as for growth in MoMo, in which only half the active customer base is engaged.
- Agreed **national roaming** deal with Vodafone and AirtelTigo.

Other markets

- **GSM business:** Highly competitive with increased pressure on pricing and greater substitution of voice by data, with strong growth in data revenue.
- **5G:** Operators are getting ready for the launch of 5G, with technology trials in some markets.
- **Fibre infrastructure:** Significant opportunity, buoyed by strong growth in data traffic across Africa.
- **Fintech:** New fintech taxes introduced in our markets such as Benin, Uganda and Zimbabwe, as well as other markets outside of our footprint, including Kenya and Tanzania.
- **Roaming:** There is an increased requirement to share networks with others.

Relevant risks

Ghana: RISK 1, RISK 2, RISK 3, RISK 5, RISK 7, RISK 8, RISK 10

Other markets: RISK 1, RISK 2, RISK 3, RISK 5, RISK 6, RISK 7, RISK 8

All material matters are relevant to all our markets

MM 1, MM 2, MM 3, MM 4, MM 5, MM 6, MM 7, MM 8

Our Ambition 2025 strategy

Driven by a pioneering spirit, MTN has played a bold role in accelerating Africa's development.

When we started our journey in 1994, our ambition was to brighten lives through the power of connectivity. Today, extending digital and financial inclusion are more critical than ever. To support this, we are harnessing the power of MTN – our leading brand, broad presence and skills, connectivity infrastructure and technology platforms – through *Ambition 2025*: Leading digital solutions for Africa's progress. Early in 2023, we introduced our refreshed values, integrating these with the vital enablers necessary to deliver on our purpose.

Ambition 2025

Belief statement

'Everyone deserves the benefits of a modern connected life'

Strategic intent

'Leading digital solutions for Africa's progress'

2025 Strategic priorities

- Build the largest and most valuable platforms
- Drive industry-leading connectivity operations
- Create shared value
- Accelerate portfolio transformation

Vital enablers

- Leading customer experience
- ESG at the core
- Best talent, culture and future skills
- Technology platforms second to none
- Value-based capital allocation

Values

- Lead with Care
- 'Can-do' with Integrity
- Collaborate with Agility
- Serve with Respect
- Act with Inclusion

Investment case – **a compelling African growth story**

Our pan-African focus allows us to advance the digital and financial inclusion agenda, truly living up to our purpose and strategic intent.

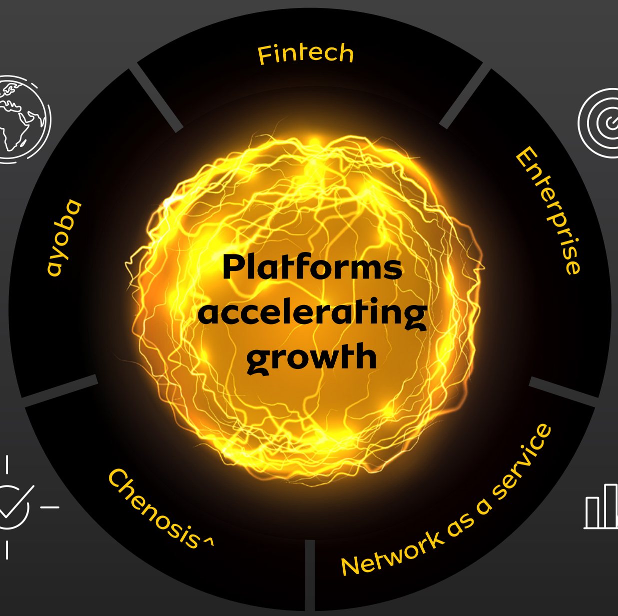
Ambition 2025 highlights the Group's key differentiators and how we leverage these to capture the opportunities in our market. Among these are: our growth markets with a youthful population, our established leading brand with a solid infrastructure base, our strong management, and our leading position in most of our markets. We are also optimising efficiencies, capex and cash flow, which will all ultimately translate into attractive returns and shared value for all stakeholders. Underscoring our approach to ESG, we articulate 'committed to creating shared value over time, with ESG at the core' in our investment case. Our capital markets day presentations, available online, provide more detail of the opportunities.

Africa's leading and scale connectivity and infrastructure business

- > #1 or #2 subscriber share in all our markets
- > 'Second to none' and well-invested networks
- > Enterprise, wholesale and infrastructure-sharing opportunities

Exciting demographic opportunity

- > Fast-growing, youthful population
- > Low data, fintech and digital adoption
- > Partner in socioeconomic development of our regions



Well positioned for the long term

- > Accelerated digitisation of Africa
- > Portfolio transformation enhances risk/return profile
- > Exposing value in infrastructure assets and platforms

Attractive return profile

- > Accelerating growth outlook
- > Attractive cash flow and return on equity (ROE) profile
- > Balance sheet flexibility, faster non-rand deleveraging

Disciplined capital allocation

Enhanced risk and regulatory framework

Committed to create shared value, with ESG at the core

^Developer accelerator platform

Creating and preserving value through our business model

We create and preserve value by developing and distributing a range of innovative services. We depend on various resources and relationships, known as the six capitals, to do this. We require inputs of each capital to deliver on our strategy, advance some of the UN SDGs and generate value for our stakeholders. When making decisions on allocating capital, we consider the availability of the capitals, the trade-offs between them and we seek to maximise positive outcomes and limit instances in which value is eroded. While transforming the stocks of capitals, we seek to grow inclusively, responsibly and sustainably.

Inputs

Natural

Radio spectrum in several bands

Electricity consumption – Total (scope 1 and scope 2)

Electricity (GJ)	Diesel (GJ)	Other^
2.8	3.5	0.2
2021: 3.1	2021: 3.7	2021: 0.3

^ Includes petrol and natural gas.

Financial

Market cap (Rbn)	Holdco debt (Rbn)	Interest received (Rbn)
240	23.1	2.0
2021: 321.7	2021: 1.2	2021: 30.1

Intellectual

- Strong established brand.
- Skilled, experienced and diverse Board members and employees.
- Partnerships and joint ventures (JVs)

Human

Number of employees	Contractors and temporary employees (%)	Investment in employees (Rm)
17 462	15	287
2021: 16 390	2021: 15	2021: 190

Manufactured

Value of property, plant equipment (Rbn)	Capex (IFRS 16) (Rbn)	Number of smartphones (m)
108.8	54.1	168
2021: 99.8	2021: 39.4	2021: 145

Social

- Improved relationships with regulators, customers, trade unions, employees, communities and civil society.
- Ongoing interactions with government and tax authorities.
- Regular engagement with shareholders and the investor community.
- 289m subscribers in 19 markets.

Our business model

Our five-step business model is informed by our belief, our strategic intent and values.
It is underpinned by our governance and supports the delivery of our strategy.

1. We secure access to spectrum, licences and technologies based on a disciplined capital allocation framework
2. We attract, develop and retain the best talent and future skills, which we combine with the resources in step 1 to create, build and operate technology platforms that are second to none
3. We drive industry-leading connectivity operations and build the largest and most valuable platforms, creating shared value by advancing digital and financial inclusion
4. This is achieved through the sale and distribution of our differentiated products and services which provide the leading customer experience leveraging the #1 African brand
5. With ESG at the core, and while accelerating our portfolio transformation, we provide leading digital solutions for Africa's progress

Outputs

Services

- Communication
- Fintech
- Digital
- Enterprise
- Network as a Service (NaaS)
- Chenosis

Emissions

Total GHG emissions
5.3 million tCO_2e

Key outcomes

- Net Zero emissions by 2040
- Committed to 50% absolute average reduction by 2030 (science-based target)

	2022	2021
Carbon emissions – scope 1 (tCO_2e)	**0.3**	0.3
Carbon emissions – scope 2 (tCO_2e)	**0.6**	0.7
Carbon emissions – scope 3 (tCO_2e)	**4.4**	4.1
Total alternative energy sites ('000)	**14**	10
E-waste (tonnes)	**99**	16

	2022	2021
EBITDA (Rbn)	**90.8**	76.2
Profit after tax (PAT) (Rbn)	**24.3**	17.0
Adjusted headline earnings per share (cents)	**1 313**	1 110
Holdco leverage (x)	**0.8**	1.0
Cash generated from operating activities (Rbn)	**68.1**	67.3
Return on equity (%)	**24.3**	19.6
Dividend (cps)	**330**	300

	2022	2021
Goodwill and intangible assets (Rbn)	**50.3**	43.8
Maintained most valuable African brand rank, worth (US$)	**4.0**	2.7

	2022	2021
Staff costs (Rbn)	**12.7**	11.7
Voluntary staff turnover (%)	**6.4**	6.5
Employee sustainable engagement score (%) LA	**83**	80
Time spent on employee development (total hours)	**216 415**	252 127
Female representation (%)	**40**	39

	2022	2021
2G sites rolled out	**2 974**	3 196
3G sites rolled out	**3 498**	3 566
4G sites rolled out	**7 993**	9 158
5G sites rolled out	**1 570**	849
Network Net Promoter Score (NPS) (#1 in markets) (%)	**10**	11^
Depreciation (Rbn)	**28.6**	28.4

	2022	2021
Net Promoter Score (NPS) LA (%)		
South Africa	**48**	47
Nigeria	**61**	61
Other key markets#	**43**	48
MoMo active subscribers (m)	**69.1**	56.8
Corporate social investment (CSI) spend (Rm)	**251**	159
B-BBEE status MTN Group and MTN South Africa	**Level 1**	Level 1
Calls to whistle-blower hotline LA	**121**	137
Total tax contribution (Rbn) LA	**51.5**	44.4~
Economic value added (Rbn)	**149**	115

 # Includes Cameroon, Côte d'Ivoire, Iran and Uganda. ^ Restated
~ Changed due to prior year adjustment.

value created | value eroded | value preserved

Creating and preserving value through our business model continued

Stemming from our brand promise of Doing for tomorrow, *today*, and as part of our integrated thinking, we continuously assess the availability and quality of our capital inputs in a bid to entrench effective decision making in the Group. Here we outline trade-offs made in the year under review.

Trade offs

Natural

- Increased frequency of loadshedding resulted in increased reliance on diesel generators in South Africa as part of the resilience plan. This has a negative impact on natural capital.
- Capital outlay required to maintain network and spectrum acquisition, resulting in pressure on financial capital. This is offset by the creation of employment opportunities, connecting our customers and thus enhancing financial and social capital.
- Investments in greener economy initiatives have a financial capital impact while also creating a sustainable positive effect on the stocks of natural and social capital.

Financial

- Execution of expense efficiencies negatively impacted human capital.
- Increasing local participation initiatives in our operating companies (Opcos) enhanced our social capital.
- Dividend payments positively impacted social capital offset by a decline in financial capital.
- Asset sales and cash upstreaming improved financial capital with the proceeds invested for growth and used to reduce gearing.
- Investment in our comprehensive network resilience plan places additional pressure on operating and capital expenditure and therefore financial capital.

Intellectual

- Ongoing enhancements to remuneration policy and transparent disclosure addresses shareholder concerns and supports the retainment of future-fit employees. This positively impacted the stocks of social and financial capital.
- Investment in our digital and fintech offerings reduces financial capital.

Human

- Increased representation of women in the workforce coupled with a focus on reducing the gender pay gap has a short-term financial capital impact offset by the positive social impact, as well as medium to long-term financial impacts.
- Investment in employee training improved human capital and negatively impacted short-term financial capital.
- Cost-saving initiatives supported financial capital but negatively affected social capital through the impact on affected staff morale in some areas.

Manufactured

- Increasing number of sites expanded total coverage (including rural), which supported manufactured capital and social capital, and negatively impacted financial capital in the short term. It lays the foundation for increased financial capital over the medium to long-term.
- Infrastructure sharing limits the impact on manufactured capital and natural capital, and supports the long-term sustainability of the industry.
- Additional spectrum acquired boosted manufactured capital offset by the short-term impact on financial capital.

Social

- Our commitment to fostering a diverse and inclusive culture positively impacts the stocks of social and human capital.
- Staff development and training programmes will positively affect all capitals as engaged staff are more productive.
- Investment in fintech and digital offerings reduces short-term financial capital, however, it increases digital and financial inclusion in our communities and transforms society through various skills and enterprise development.
- Driving localisation and preferential procurement builds stocks of social, human, intellectual and financial capital.

Our outlook

MTN's resilient business model positions us for accelerated growth and relevance in the run-up to 2025. Here we provide our views on our operating context over the short to medium term.

Macro environment

In 2022, we navigated a volatile and complex operating environment given developments in:

GDP	Inflation	Forex volatility	Loadshedding

In response, we will continue to implement proactive interventions in the short-term to manage the inflationary pressures in our markets. This includes optimising pricing and engaging regulators regarding price revisions where appropriate as well as negotiating with towerco partners to optimise terms of some of the tower agreements over the medium to long-term.

We are committed to keeping our customers connected and providing them with even more value through our innovative services and offers. We will continue to invest in our networks and platforms to sustain the structurally higher demand we see for our data and fintech services, which underpins our medium-term growth outlook.

We anticipate that the power-constrained environment in South Africa will continue with loadshedding levels persisting at stage 4 and above, which will affect MTN SA's network availability. In this regard, the Opco's network resilience plan is in progress and being accelerated with a target to complete by Q3 2023. Our engagements with our towerco partners are ongoing as we seek to mitigate the impacts of loadshedding and rising diesel costs.

We will further accelerate 4G and 5G coverage to accommodate the demand for data in Nigeria while pursuing our home broadband strategy to capture market growth. The scaling of MoMo PSB in Nigeria remains a key priority of our overall fintech strategy. Our focus in the year ahead is to accelerate wallet creation and expand services to create a single financial services business in Nigeria.

Regulatory

The ramp up of gross connections is ongoing as MTN Nigeria continues to implement NIN recovery initiatives. This will be complemented by execution of our rural telephony programme to expand broadband access.

MTN Ghana has deployed its resources and worked with regulators to accelerate SIM registration. We continue to monitor developments in the tax environment, particularly those impacting fintech

Medium-term guidance framework

Confirming our medium-term guidance

Key performance indicator (KPI)	Target
Service revenue growth	MTN **Group:** at least mid-teens growth **South Africa:** mid single-digit growth **Nigeria:** at least 20% growth
Accelerate fintech platform growth	>20% service revenue contribution
Holdco leverage	≤ 1.5x, faster non-rand deleveraging
Asset realisation	>R25bn
Adjusted ROE	Improvement towards 25%

For details of our competitive landscape, see 'Our market context' on page 12 and 13.

While some short-term uncertainties remain, we see attractive medium and long-term prospects for our business, and we remain focused on the execution of our strategy to deliver on our medium-term targets. We provide outlook information throughout this report, particularly in:

	Page
The view of our Chairman	05
Q&A with the President and CEO	07
Our strategic performance dashboard	59
Investment case	15
Material matters	19
Top risks to value creation	37
Q&A with the CFO	47

Material matters impacting value creation

Material matters are those factors that could substantially affect the delivery of our strategy, our profitability and our sustainability and therefore influence our ability to create and sustain value for all stakeholders in the short, medium and long term.

Every year we identify, assess and prioritise material matters as part of our work to support the delivery of our purpose and strategy. In 2022, in line with global best practice, we adopted a 'double materiality' process referencing both our internal and external environments. 'Double materiality' acknowledges that a company should report simultaneously on matters that are financially material in influencing business value and material to the market, environment and society.

Double materiality determination process

Our externally facilitated materiality process was aligned with the JSE Sustainability Disclosure Guidance, the Integrated Reporting Framework and the Sustainability Accounting Standards Board (SASB). The process involved in-depth research, an evaluation survey and an executive consultation workshop.

Managing material matters

Material matters provide insight into our social and environmental impacts, and information that supports our decision making.

We manage material matters by identifying, assessing, prioritising, responding and reporting on them.

Identify

Identify potentially relevant material topics for consideration.

We conducted extensive desktop research to identify and collate a wide range of material topics:

- Global and industry-specific sustainability matters specified by SASB, GSMA, GRI and the JSE.
- Previous matters disclosed in the 2021 reporting suite.
- Other matters identified in industry peer's reporting.
- Matters raised by stakeholders in our Reputation Index Survey.
- Emerging matters identified in a media scan.

A total of 79 potential material topics were consolidated into an extensive list for consideration and evaluation.

Assess

Assess importance by evaluating the extent to which good or bad management would affect financial and impact outcomes.

A range of internal stakeholders assessed and scored each identified material topic using a seven-factor ranking system that evaluates impacts from internal and external perspectives.

The resulting survey data was aggregated and graded to ascertain which topics had the most significant financial and external impact ratings.

Eight material matters met our criteria for double materiality.

Prioritise

Prioritise matters based on the scale of their internal and external impacts.

At a special workshop, representatives of all key departments discussed and agreed on the final rankings of the material matters. Data-driven materiality ensured the conversation focused on facts and insights rather than opinions about sustainability topics.

The final outcomes were submitted to the Group President and CEO for his consideration and finally to the Board for its review and approval.

The results of this process guided the content of our integrated, sustainability and financial reporting.

Respond

We respond to our material matters by putting in place appropriate management actions to capitalise on those factors that offer the opportunity for greater value creation as well as interventions to mitigate those which have the potential to disrupt it.

Report

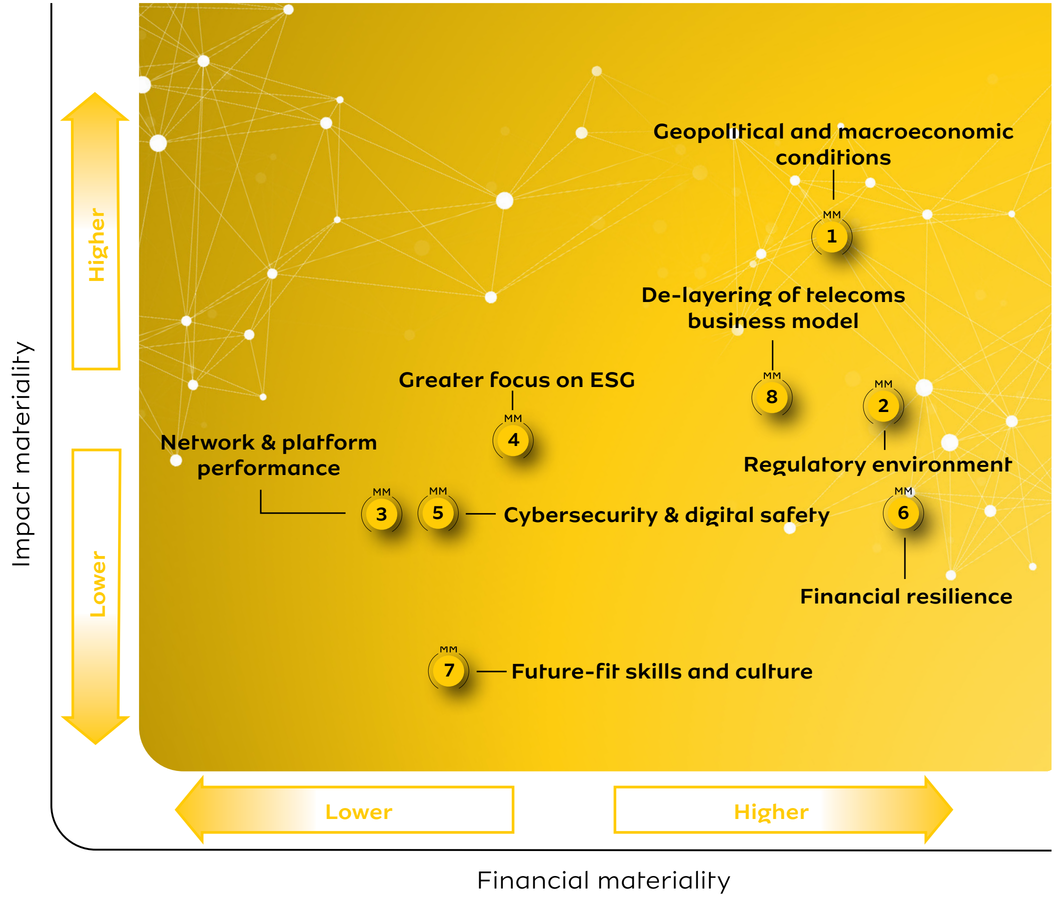
We report the identified material matters to all our internal and external stakeholders. Matters that meet the criteria of double materiality are described in this IR, while matters that are material from an impact perspective are unpacked in our SR. Matters with high financial materiality scores are included in our AFS.

Material matters impacting value creation continued

Here we provide a snapshot of the material matters identified in 2022. We consider materiality from both a 'impact materiality' and 'financial materiality' perspective and plot each matter on a graph. The numbers assigned to each material matter do not necessarily reflect their relative importance; MTN considers each matter as important. In the pages that follow, we provide details of the material matters. We discuss the implications for value, the strategic response, the outlook and the opportunity. We also show the links to the SDGs, the relevant capitals, our strategic priorities and the related risks.

Material matters

2022		2021
1	Geopolitical and macroeconomic conditions	2 3
2	Regulatory environment	4
3	Network and platform performance	New
4	Greater focus on ESG	7
5	Cybersecurity and digital safety	8
6	Financial resilience	6
7	Future-fit skills and culture	9
8	De-layering of the telecoms business model	New



Material matters impacting value creation continued

MM 1

Geopolitical and macroeconomic conditions

MTN operates in markets where there is political and policy uncertainty, although governance in many markets continues to improve. Developments in this area could impact the company's ability to deliver its services as well as its growth, profitability and cash flow. The increase in global and regional macroeconomic volatility has increased the headwinds to our business in the short term ST. We will navigate these headwinds through continued implementation of ***Ambition 2025***, disciplined capital allocation and our enhanced risk management framework, which we believe can further strengthen our position in our markets.

Over the medium to long term MT LT, we see unique opportunities in our markets to capture growth and create shared value. This is supported by the structurally higher demand for our data and fintech services, which provides the foundation for our strategic intent to provide leading digital solutions for Africa's progress. The macroeconomic outlook in our markets is underpinned by strong economic growth and an exciting demographic opportunity, which support our compelling growth story. We will leverage our leading position as a scale connectivity and infrastructure business to enhance our return profile and create share value.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure; 17 Partnerships for the goals

Relevant capitals

Financial, Intellectual, Human, Manufactured

Related risks

RISK 1, RISK 3, RISK 5, RISK 9, RISK 10

Implications for value

- Political and policy uncertainty in some markets can disrupt our business and our ability to create value for our stakeholders.
- Heightened sociopolitical disturbances and sanctions regulations have an impact on MTN's ability to operate in some markets as well as our risk profile and investors' evaluation of our enterprise value.
- Directives relating to internet shutdowns hamper citizens' ability to communicate freely, disrupt our business activity and harm our reputation.
- Macroeconomic volatility impacts consumers, business performance (revenue, costs, profit, cash flow generation) and investor confidence.
- Elevated inflation and interest rates put pressure on consumer spending, input costs and funding.
- Volatility and availability of foreign exchange impacts opex, capex and the ability to upstream cash from Opcos.
- Volatility in capital markets and higher interest rates impact on valuations and the ability to execute on strategic initiatives, including our ARP and portfolio transformation.

Strategic response

- Keep customers connected and engaged with MTN services through innovative value propositions and CVM to defend and grow share of wallet.
- Optimise pricing through streamlined offers and selective price reviews where inflation is particularly high.
- Engage with towerco partners with a focus on ensuring terms that will allow us to cushion inflation and foreign exchange volatility.
- Deliver cost savings and protect cash flow generation through EEP.
- Further reduce leverage, especially exposure to US dollar debt, and manage debt profile supported by innovative ARP and portfolio transformation execution.
- Enhance the resilience in our business to protect it against disruptive events and potential geopolitical shocks.
- Implement our policies to protect the digital human rights of all who use our services; build awareness of digital human rights through transparency reporting.

Outlook

- Economic activity in SSA under pressure in 2023 due to sluggish global economy, high inflation and challenging global and local financial conditions. ST
- Reacceleration in growth in 2024 and beyond as inflation and interest rates peak and decline. African countries can leverage their resources and fiscal reforms to sustain stronger longer-term growth. ST MT LT
- South Africa in need of urgent interventions to secure the resilience of critical national infrastructure that supports growth. ST MT
- A new political landscape in Nigeria after elections could accelerate economic reforms. ST MT
- Government debt restructuring in Ghana key to improved economic stability and growth. ST MT LT

Opportunities

- Exciting demographic opportunity with young, fast-growing populations as well as relatively low adoption of data, fintech and digital services.
- Structurally higher demand for data and fintech services in our markets.
- Proactive interventions to navigate near-term macroeconomic pressures position MTN well for sustained medium- and long-term growth.
- Continued investment in rural broadband coverage and new network technologies to maintain the scale and leadership advantage in our markets.
- Strong balance sheet enables MTN to absorb short-term shocks and the flexibility to invest in medium- and long-term growth.

Material matters impacting value creation continued

MM 2

Regulatory environment

The regulatory environments in our markets are complex, varied and ever evolving, with increasing compliance requirements. We monitor developments across our footprint to ensure response readiness. We maintain ongoing engagements with our nation states stakeholders, supported by our comprehensive regulatory and stakeholder management policies. TR LA

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure; 16 Peace, justice and strong institutions

Relevant capitals

Natural, Financial, Intellectual, Social

Related risks

RISK 2, RISK 3, RISK 4, RISK 7, RISK 8, RISK 9, RISK 10

Implications for value

- Changes in regulatory/legislative obligations increase compliance requirements and can impact our overall growth, revenue and profitability (page 39).
- Tax regulations and directives can have material impacts on our cash flow and balance sheet, which have implications for MTN's enterprise value.

Strategic response

- Ensure strict compliance with requirements guided by our policies, processes and stakeholder engagement programmes.
- Deploy resources to partner our nation states in implementing regulations (e.g. SIM registrations).
- Fulfil localisations in line with local regulations and our priority to create shared value.
- Progress our portfolio transformation plans to reduce risk and enhance returns.

Outlook

- Continue to comply with ongoing regulatory directives. ST MT LT
- Execute on further localisations, subject to conducive market conditions. ST MT

Opportunities

- Entrench MTN as the partner of choice for socioeconomic development and building sustainable regulatory frameworks in our nation states.
- Deepening the capital markets in the countries in which we operate and supporting their economic development.

Material matters impacting value creation continued

MM 3

Network and platform performance

Our competitive advantage and ability to create value is underpinned by our 'second to none' and well-invested networks and platforms. They are fundamental to our strategic priorities of building the largest and most valuable platforms and driving industry-leading connectivity operations. The increase in energy costs has impacted our network running costs in many of our markets. Increased disruptions to power supply, or loadshedding, in South Africa has had a profound short-term impact on MTN SA's network performance and availability.

We have put in place initiatives to mitigate the short- and medium-term impacts of energy costs, while our disciplined approach to capital allocation and strong balance sheet enable us to maintain as well as continue to invest in the resilience and capacity of out networks and platforms. We measure customer satisfaction through NPS, on which we obtain limited assurance LA. Refer to the data table on page 16. We also provide details of our network NPS on page 16.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Natural, Financial, Intellectual, Manufactured, Social

Related risks

RISK 1, RISK 2, RISK 4, RISK 7, RISK 8, RISK 9, RISK 10

Implications for value

- Our ability to invest in network coverage and capacity impacts our ability to create shared value through driving connectivity and digital inclusion in our markets, supporting our priority of expanded rural broadband coverage and accelerated growth.
- Higher energy costs and forex volatility affect network running costs, impacting profits and cash flows.
- Increased loadshedding in South Africa disrupts network performance and availability. This impacts business activity, revenue generation and increases opex and capex.
- As we invest in our networks we pay special attention to the implications for our commitment to manage our carbon footprint and achieve Net Zero emissions by 2040.
- An expanding fintech ecosystem drives shared value through increased financial inclusion for individuals and businesses.
- Fintech growth widens the scope of risks such as cybersecurity and fraud, which has financial and reputational implications for the business.
- A scale enterprise business enables industrial Internet of Things (IoT) and supports our strategic intent.
- By offering our network as a service to support smaller players in some markets improves revenue and profits as well as the long-term sustainability of the sector.

Strategic response

- Ongoing investment guided by our disciplined capital allocation framework, with a capex intensity target of 15-18% over the medium term.
- Engagement with towerco partners to ensure terms that better enable us to cushion the effects of inflation and forex volatility over the medium term.
- Network resilience plan in SA to improve autonomy of sites.
- Structural separation of fintech business and engagement with strategic partners to accelerate digital inclusion and growth.

Outlook

- Continue to invest in the network to expand coverage towards 95% target for the Group. ST MT
- Accelerate the comprehensive network resilience plan in South Africa. ST
- Accelerate MoMo PSB in Nigeria to support overall fintech growth. ST MT LT
- Complete fintech separation and agreements with strategic partners. ST
- Leverage hyperscaler strategic partnerships to accelerate scaling of other our platforms. ST MT LT

Opportunities

- Leverage balance strength to consolidate leading network and platform position.
- Partner with our nation states in their socioeconomic development by continuing to lead the drive for increased digital and financial inclusion.
- Explore long-term sustainable solutions centred around alternative energy, to support network performance emission reductions.
- Leverage our brand, scale, network, API layer and data lake to grow our platforms.

Material matters impacting value creation continued

MM 4

Greater focus on ESG

The growing prominence of ESG in investor strategies, coupled with greater consistency of international ESG standards, is cementing ESG as a mainstream business concept influencing investment returns and corporate strategies. Among the key measures on which we obtain limited assurance LA is the number of calls to our whistle-blower hotline . Refer to the data table on page 16.

Relevant SDGs

5 Gender equality; 8 Decent work and economic growth; 13 Climate action; 16 Peace, justice and strong institutions

Relevant capitals

Natural, Financial, Intellectual, Human, Manufactured, Social

Related risks

RISK 2, RISK 4, RISK 7, RISK 8, RISK 9

Implications for value

- MTN's reputation and success is increasingly linked to our ESG performance, including adherence to governance standards.
- The robustness of our ESG policies, processes and disclosures impact our enterprise value in the eyes of investors.
- Climate change affects how we operate and our ability to connect our customers, deliver our products and services, and generate revenue and cash flows.
- Our ability to implement and report on our ESG programmes is integral to the long-term sustainability of our business, strategic intent of leading digital solutions for Africa's progress and priority to create shared value for our stakeholders.

Strategic response

- ESG is at the core of our *Ambition 2025* strategy and everything we do.
- We have a well-developed and effective sustainability framework, which we implement at Group level and adapt locally to Opcos.
- Our commitment to improve our ESG performance has driven a consistent improvement in our scoring with focus raters and rankers, and enhanced our reputation with stakeholders.

Outlook

- Engage with towerco and other network partners to overcome challenges in reducing emissions given our dependence on suppliers to reduce scope 3 emissions and the impact of loadshedding on MTN SA. ST MT LT
- Achieve gender equality and pay parity at MTN. MT LT
- Entrench a culture of ethics, in line with King IV™. ST MT LT
- Pursue further localisation across our markets. ST MT
- Remain committed to protecting the rights of all people who use our services. ST MT LT
- Continue to demonstrate value creation while maintaining our ethics and compliance standards. ST MT LT
- Contend with greater expectations to create employment. ST MT LT

Opportunities

- Further improvements in scores from key ESG raters and rankers, increasing our exposure to a wider investor base.
- Increase our overall contribution to the SDGs and the sustainability of our markets through collaboration and meaningful engagement. This includes through our support for a more diverse and inclusive society; decent work and economic growth; industry, innovation and infrastructure; reduced inequalities; climate action; and Africa's progress to name but a few.

Material matters impacting value creation continued

MM 5

Cybersecurity and digital safety

The threat of cybersecurity breaches is a challenge that we continuously assess and mitigate, especially given changes to the work environment since the COVID-19 pandemic, which brought about increased cybercrime. The digital safety of our customers and their data is critical.

Relevant SDG

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Relevant capitals

Financial Intellectual Manufactured

Related risk

RISK 4

Implications for value

- A cyber-attack aimed at MTN could lead to service interruption and the infringement of personal and confidential data.
- For MTN, cyber-attacks pose the risk of business interruption, reputational damage, financial loss and exposure to increased regulatory scrutiny and censure.
- For customers, cyber-attacks pose risks to their safety and security.

Strategic response

- Enhance cybersecurity governance and operational structures.
- Heighten monitoring, reporting and response on threats to cybersecurity.
- Invest in the upgrades to the cybersecurity environment where required.
- Offer cybersecurity awareness campaigns and bolster training.
- Enhance controls to continually improve the safety of customers and their data.

Outlook

- Continue to focus on control effectiveness and enhancement across our markets. ST MT LT
- Secure the information of MTN and our customers. ST MT LT
- Embed security by design in all deployment. ST MT LT

Opportunities

- Continue to contribute to efforts to strengthen the security control environment and plans through the adoption of new technologies and by building awareness.
- Enhance MTN's overall security position through refreshed and improved security plans.
- Continue to enhance cyber resilience programmes to ensure sustainability of the business.

Material matters impacting value creation continued

MM 6

Financial resilience

We are focused on deleveraging our Holdco balance sheet faster and reducing our exposure to hard currency debt. A strong balance sheet serves as a critical shock-absorber in the current challenging macroeconomic environment and provides the flexibility to pursue our ***Ambition 2025*** strategic priorities to drive growth and create shared value. Our ability to grow revenue and generate cash also supports our ability to invest.

Our capital allocation framework guides how we deploy our capital expenditure, balancing our investment in expanded network coverage, capacity and resilience, as well as in the growth of our platforms.

Relevant SDGs

8 Decent work and economic growth
9 Industry, innovation and infrastructure

Relevant capitals

Financial | Human | Manufactured

Related risks

RISK 1 | RISK 2 | RISK 3 | RISK 5 | RISK 6 | RISK 7 | RISK 10

Implications for value

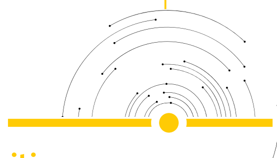
- A stronger balance sheet provides flexibility, enabling us to deliver on our purpose, strategic intent and priorities.
- Limited forex liquidity and availability hampers procurement and funding of network equipment and spares, which support our growth in customer base revenues.
- Progress in upstreaming cash from key markets affects our ability to deleverage the Holdco balance sheet faster and increase dividend payments to shareholders.
- Uncertainty and volatility in financial markets slows progress on our ARP.

Strategic response

- Accelerate and prioritise capex in line with our capital allocation framework to support growth as well as mitigate supply chain and forex risk.
- Faster deleveraging of the Holdco balance sheet, with a focus on non-rand debt, through opportunistic liability management.
- Accelerate ARP and portfolio transformation, subject to conducive market conditions.

Outlook

- Sustain our EEP to reduce costs and support cash flows. ST MT
- Invest capex in the coverage, capacity and resilience of our networks, as well as drive the growth of our platforms over the medium term. ST MT LT
- Maintain capex envelope and deliver on the ARP. MT
- Reduce non-rand debt faster through liability management debt. ST MT



Opportunities

- Pursue our growth ambitions, leveraging greater balance sheet flexibility.
- Deliver on our medium-term guidance.
- De-risk the balance sheet and reduce exposure to adverse movements in hard currencies by improving our debt mix.
- Explore potential to return more cash to shareholders in line with our capital allocation framework.

Material matters impacting value creation continued

MM 7

Future-fit skills and culture

Digitalisation has accelerated the demand for digital skills, which we need to deliver on our purpose and which we need to help develop across our markets so that more people can enjoy the benefits of a modern connected life. We obtain limited assurance LA on our employee engagement score. Refer to the data table on page 16.

Relevant SDGs

4 Quality education; 8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Intellectual; Human

Related risk

RISK 4; RISK 7; RISK 8

Implications for value

- The appropriate skills within the organisation are critical to enable the delivery of Ambition 2025.
- A widening skills gap has implications for digital and social inequalities.

Strategic response

- Facilitate digital education and help develop digital skills.
- Develop capacity for Africans to utilise Information and communication technology (ICT) and be fully empowered participants of an ICT-driven economy and society.
- Accelerate adoption of digital technologies.
- Identified directors with the skills to support the delivery of our strategy.

Outlook

- Continue to prioritise work to accelerate digital literacy and skills. ST MT
- Launch our *'Data Literacy for All'* learning journey giving employees across functions and roles the ability to understand, analyse and interpret data to make informed decisions. ST

Opportunity

- Unlock socioeconomic development by leveraging the power of technology to empower people across our markets, most especially the youth and women and drive social inclusion for all.
- Reposition our skills base for the future of the business, ensuring we are able to support the platform and connectivity businesses.
- Drive digital skills for digital jobs to reach one million people by 2025.

Material matters impacting value creation continued

MM 8

De-layering of the telecoms business model

Globally telecoms and connectivity businesses are shifting to a platform-centric model to improve their value-creation potential. This has been brought about by the growing integration of the network and compute technology environments. In our context, the platform model enables economies of scale at a pan-African level and enables us to foster innovation and crystallise value. The progress and pace of this evolution is highly dependent on regulations, a key focus area of the business.

Relevant SDGs

8 DECENT WORK AND ECONOMIC GROWTH
9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
10 REDUCED INEQUALITIES

Relevant capitals

Financial
Intellectual
Human
Manufactured
Social

Related risks

RISK 1
RISK 2
RISK 5
RISK 7

Implications for value

- Success in de-layering the telecoms business model will create value for MTN and our stakeholders. It will enable faster growth and unlock the value inherent in our assets.
- De-layering of the telecoms business model also supports the faster execution of our digital and financial inclusion agenda.
- Delays in a shift to the platform-centric model could in turn slow the pace of digital and financial inclusion and the unlocking of value.

Strategic response

- Progressed the structural separation of the fintech business from the GSM business.
- Received offers from potential strategic investors to help scale the fintech business faster.
- Made advances in our work to structurally separate the fibre business.

Outlook

- Conclude strategic investment in fintech business by the end 2023. ST
- Finalise FibreCo separation during 2024. ST
- Leverage MTN GC pan-African connectivity partnership with Microsoft to provide access to large-scale infrastructure services. ST

Opportunities

- Drive faster digital and financial inclusion.
- Enable MTN to benefit from pan-African economies of scale, fostering innovation and unlocking value.
- Enter partnerships with sector-specific specialists and leverage our leading African brand to accelerate growth.
- Separation of fintech business and fibre assets, with opportunity to leverage key strategic partnerships, can accelerate the scaling and growth of these businesses.

Social, Ethics and Sustainability Committee Chair's review

"We made good progress on our strategic priority to create shared value and in advancing key ESG initiatives, which reflected MTN Group's social and economic contribution towards the lives and livelihoods of people across our markets. In 2022, the committee fulfilled its mandate as prescribed by the Companies Regulations to the Companies Act, with no material non-compliance."

Chair
Nkululeko Sowazi

Key features of 2022^

- Made noteworthy progress against ESG KPI Index. This was reflected in improved scores ascribed to MTN by key ESG raters and rankers.
- Progressed Net Zero emissions work focused on scope 3 supplier engagement; achieved 12.3%# reduction^ in scope 1 and 2 greenhouse gas (GHG) emissions.
- Prioritised diversity and inclusion; reported 40% women in the workforce and rolled out gender pay parity-adjustment model.
- Expanded broadband services: reached 87.8% population coverage, adding 18.8 million people in rural areas.
- Undertook Ethisphere global ethics maturity survey to enhance culture of ethical behaviour.
- Supported livelihoods through job creation and touched the lives of 5.3 million people through our foundations' work focused on digital skills development.
- Addressed material stakeholder issues, maintained our Reputation Index Survey score and improved our stakeholder relationship score from 78.1% to 78.6%.
- Made good progress on Enterprise and Supplier Development (ESD) element of B-BBEE scorecard, specifically preferential procurement spend.
- Undertook water and waste baseline assessment across MTN's facilities in 14 markets; contributed to invest in programmes to drive responsible water use and waste management.

 # Excludes South Africa which was impacted by loadshedding.
^ More details are in our SR.

Key focus areas for 2023

- Ensure Opcos deliver on Net Zero emissions targets, working with suppliers to reduce scope 3 emissions.
- Prioritise equal representation of women and men in the workforce by 2030.
- Rollout a more co-ordinated CSI policy throughout the Group.
- Expand broadband coverage to 95% of population by 2025.
- Drive digital skills for digital jobs to reach one million people by 2025.
- Continue incremental reputation improvements by addressing stakeholder needs.
- Enhance the Group's ethical culture by addressing findings of Ethisphere survey.
- Maintain B-BBEE Level 1 contributor status for both MTN Group and MTN South Africa.

Mandate: The committee performs an oversight and monitoring role to ensure that MTN's business is conducted in an ethical and properly governed manner. The committee assists the Board with creating shared value for its stakeholders in a sustainable manner through responsible ESG practices and solutions across MTN's operating markets.

Members	Attendance at applicable meetings
Nkululeko Sowazi	4/4
Noluthando Gosa#	4/4
Stan Miller	4/4
Khotso Mokhele	3/4
Lamido Sanusi	4/4

By invitation: Group President and CEO, Group Chief Sustainability and Corporate Affairs Officer, Group Chief Human Resources Officer, Group Chief Risk Officer, Group Chief Legal and Regulatory Officer.

 # Effective 1 January 2023, Nicky Newton-King joined the committee, replacing Noluthando Gosa.

Stakeholders with whom we partner to create value

Doing for tomorrow, *today* is not something we can do on our own. We rely on the support and collaboration of diverse stakeholders across our markets to create value through delivery of our strategy and the SDGs.

The MTN Group reputation and stakeholder management framework is our mechanism to ensure that we are proactive, inclusive and principles-driven in how we relate with our stakeholders.

Doing builds strong relationships
The objectives of our stakeholder engagement inform the KPIs which we use to evaluate the impact of our efforts. They help us assess whether we are complying with the MTN Group stakeholder management policy and making progress in delivering on *Ambition 2025*.

To measure our performance, we rely on stakeholder feedback in our everyday engagements, as well as on our Reputation Index Survey – which directly surveys stakeholders and incorporates this information with data collected through ongoing NPS tracking (for subscribers and customers) and the Sentimeter survey (for MTNers – our employees).

In 2022, this yielded a combined dataset of 5 290 stakeholder contributions (up from 5 219 in 2021), spanning our 10 stakeholder categories and across 17 markets^ – making this the most well-attended Reputation Index Survey yet. We used the services of a reputable independent survey provider to carry out the research.

Survey results

Overall metrics
The results of the 2022 MTN Reputation Index Survey show that at overall level, year on year, most indicators stayed flat (movements of less than 0.5 percentage points) – suggesting that stakeholder views stabilised following the sharp improvements registered in 2021 after the work we did to support them during the pandemic. Here we give performance against the key objectives of our stakeholder engagement:

Key objectives	2022 performance	2021 performance
1 Drive MTN's reputation by managing the gap between stakeholder expectations and MTN's performance.		
Reputation	⟷ **79.6%**	79.6%
2 Invest in healthy and long-term relationships with priority stakeholders to build trust – the foundation of strong relationships.		
Relationship health	↑ **78.6%**	78.1%
Trust	↑ **78.3%**	78.0%
3 Focus on the quality of our engagement, especially our responsiveness to stakeholder issues and concerns.		
Quality of engagement	↓ **76.2%**	76.5%
Responsiveness	↓ **76.4%**	76.7%

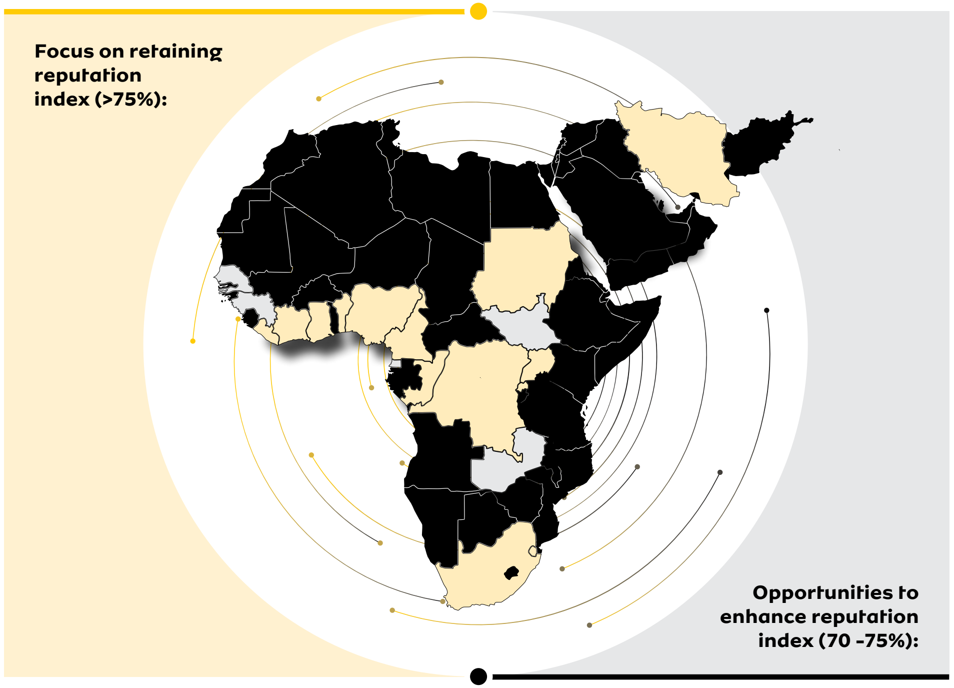
^Excluded Afghanistan, as MTN is exiting this market, and Botswana, as this operation does not carry the MTN brand.

Stakeholders with whom we partner to create value continued

Reputation by geography

Our enhanced focus on stakeholder engagement in recent years, including our work to support our markets during the pandemic, led to a marked improvement in our reputation in 2021.

Results of the 2022 survey show that we have maintained our positive reputation overall. MTN Opcos currently fall into two broad categories – those markets where our focus will be on reputation retention (scores of 75%+) and those where we have identified opportunities to enhance engagement and make further gains (scores of 70-75%).



We continue to work to bridge any gaps where opportunities to enhance our reputation remain.

Identifying what matters most

Of the 10 broad categories of issues we consider in our engagements (encapsulated in our material matters on page 19), we asked stakeholders to rank those they identify as most important in informing their views of our reputation. This led to the prioritisation of four key issues, which together make up 57% of the overall reputation score and are areas of focus in our stakeholder engagement and risk management. It was encouraging to note that on each of the 10 reputation drivers the survey produced high-performance scores (of 75%+).

	Reputation driver	2022 performance	2021 performance
1	Network performance	77%	76%
2	Business performance and financial results	85%	84%
3	Impact on socioeconomic development	83%	82%
4	Customer service	78%	76%
5	Contribution to mobile industry	90%	88%
6	Compliance with legislation and regulations	87%	85%
7	Fair and transparent billing	79%	74%
8	Good corporate governance	83%	81%
9	Localisation	85%	83%
10	Environmental performance	75%	71%

Stakeholders with whom we partner to create value continued

A snapshot of our stakeholders' perceptions

While all stakeholders are important to our operations, at the Group we identify five stakeholder groups with the largest potential to impact our ability to create and preserve value at a multinational level:

- Governments and regulators
- Civil society
- The investment community
- Subscribers/customers
- MTNers

For each group, we provide details of the **key metrics** on which they assessed our performance, and – ranked in order of importance – **the issues that matter most** to them. We also show the score they give to MTN on the identified metrics and what matters most to them.

Government and regulators

Provide an enabling environment for value creation and access to licences and spectrum.

Key metrics	How we're doing
Reputation	79%
Relationship health	80%
Trust	78%
Quality of engagement	77%
Responsiveness	79%

What matters most to them	How we are doing	Doing in 2022
Network performance	73%	Invested R38.2bn in capex to support enhanced and resilient network performance for superior customer experience.
Business performance	83%	Focused on our EEP to secure improved business performance and financial results.
Impact on socioeconomic development	81%	Supported host nations' tax bases, with a total tax contribution of R51.5bn. LA

How we engage

- **Undertake regular courtesy calls by leadership across our markets.**
- **Participate in numerous public forums.**
- **Consult and participate in developments affecting the industry.**

Stakeholders with whom we partner to create value continued

Civil society

Provides the basis from which MTN's services are generated, workforce skills are acquired and where our business derives its legitimacy.

Key metrics	How we are doing
Reputation	82%
Relationship health	81%
Trust	81%
Quality of engagement	79%
Responsiveness	79%

What matters most to them	How we are doing	Doing in 2022
Impact on socioeconomic development	83%	Invested in programmes to empower youth to access decent work and become economically active, as well as to accelerate gender equality.
Network performance	75%	Supported initiatives aligned with host countries' national development plans, including capex of R38.2bn to enhance network performance and customer experience.
Customer service	76%	Partnered with stakeholders to drive digital skills for digital jobs, in turn supporting business performance.

How we engage

- **Engage in regular meetings with a broad swathe of civil society.**
- **Undertake *ad hoc* community visits.**

The investment community

Provides debt and equity funding to secure sustainable and attractive total shareholder returns.

Key metrics	How we are doing
Reputation	82%
Relationship health	86%
Trust	80%
Quality of engagement	83%
Responsiveness	81%

EY Building a better working world — Excellence in Integrated Reporting 2022

Institutional Investor — 2022 Emerging EMEA Executive Team — Most Honored Company — MTN Group

MTN Group

What matters most to them	How we are doing	Doing in 2022
Business performance and financial results	85%	Executed on strategy and delivered sustained operational and financial performance. Communicated proactively and transparently: garnered Intellidex and Institutional Investor's recognition. Conducted investor perception study: respondents described MTN as a compelling investment with a clear strategy that is delivering strong operational results. They liked progress on deleveraging, simplifying the portfolio and improving relationships with regulators. They are optimistic about MTN's ability to unlock value from our fintech and digital solutions.
Good corporate governance	81%	Engaged actively on remuneration, resulting in positive voting outcomes at AGM. Improved ESG disclosure with MTN recognised as Ranking Digital Rights' most improved emerging market company in Telco Giants Scorecard for a second year in a row.
Compliance with legislation and regulations	83%	Adhered to relevant regulations, including JSE Listings Requirements, and kept shareholders informed about all material developments.

How we engage

- **Meetings, webcasts, roadshows, conferences.**
- **Results presentations and capital market days.**
- **SENS announcements, our investor relations mailbox and investor website page.**
- **Perception audits and dipstick surveys.**

Stakeholders with whom we partner to create value continued

Subscribers/customers

Purchase competitive and reliable products and services.

Key metrics^ (and stakeholder assessment of our performance)	How we are doing
Reputation	79%
Quality of engagement	78%

What matters most to them	How we are doing	Doing in 2022
Customer service	76%	• Worked to digitise all customer touch points and engage our customers on various digital channels (including non-MTN platforms) to improve their access to information and services.
Network performance	80%	• Invested R38.2bn in our networks. • Expanded the number and type of partnerships in place to accelerate rural rollout, improving broadband coverage to 88% of the population see SR.
Fair and transparent billing	79%	• Continued our billing transformation programme to improve all aspects of billing, including accuracy and transparency.
Impact on socioeconomic development	86%	• Through our data education initiative, we assisted people across our markets to better understand how access to the internet can improve their lives.

How we engage

- **On-the-ground engagement by our Y'ello experience agents in communities across our markets.**
- **Ongoing interaction via various digital channels and on social media to make it easier for our customers to engage with us.**
- **In-market campaigns and trade activities.**
- **Increasing use of our pro-customer framework, with the tagline *"We listen. We care. We do."***

^ *Note: These are based on our NPS customer surveys on which we obtain limited assurance LA.*

MTNers

Provide skills required to deliver on our strategy and purpose.

Key metrics∞ (and stakeholder assessment of our performance)	How we are doing
Reputation	73%
Quality of engagement	77%

What matters most to them	How we are doing	Doing in 2022
Impact of leadership, communication and diversity actions	**Employee sustainable engagement score – 83%** LA	Progressed our diversity and inclusion work, including commitments for workforce gender equality by 2030; gender pay parity; better gender representation in our strategic programmes; improved representation of differently abled people.
Their belief and connection to the goals and objectives of MTN	**Leadership – 76%**	Adopted our 'Anywhere, Anytime' flexible work policy. Launched special employee digital platform MTN MOVE to empower, engage and promote self-care and holistic wellbeing. It is fully integrated with our collaboration platforms.
Safeguarding their health and wellbeing	**Employee NPS – 52%**	Embedded 'language of inclusion' in our culture ecosystem through inclusive communications policy and instituted open forums to engage freely on matters affecting our workforce.

How we engage

- **Carry out regular 'Pulse' surveys to understand the critical sentiments of MTNers and formulate and deploy employee engagement approach.**
- **Conduct annual independent MTN Group Culture Audit.**
- **Host frequent staff 'Open Sessions' with leadership and issue regular 'Conversations' letters and podcasts from executives.**
- **Promote, encourage and support a culture of appreciation and of learning through online digital recognition platform and multi-channel learning platform.**

∞ *Note: These are based on our Group Culture Audit and Sentimeter surveys.*

Risk Management and Compliance Committee Chair's review

"MTN's second-line functions continued to provide guidance and facilitation and in so doing enabled management to respond to issues and prepare for emerging risks and opportunities brought on in a dynamic economic, regulatory, social and political environment."

Chair
Shaygan Kheradpir

Key features of 2022

Enterprise risk management (ERM)

- Continued monitoring of key risks and facilitation of discussion across the organisation, including embedding subcommittees of Exco focused on risk and compliance matters.
- Enhanced timely flow of risk issues from operating companies to the Group using the Group's risk management framework.
- Enhanced our maturity model to improve risk culture and processes across Opcos.
- Applied risk management focus on strategic separation initiatives and special projects.
- Adopted performance metrics for risk and compliance in line with ***Ambition 2025***.

Compliance

- Redefined methodologies to ensure continued compliance and adaptability to future changes in the risk environment.
- Initiated an internal control improvement programme.

Business resilience

- Coordinated MTN's global macroeconomic crisis response project.
- Managed continuity risks through the implementation of a refreshed business resilience approach.
- Improved Group business resilience control effectiveness.

^ More details are in our **SR**.

Key focus areas for 2023

- The second year of a risk, audit, compliance and ethics scorecard aims to enhance MTN's strong risk and governance culture.
- Continue to enhance top-down and bottom-up risk assessments.
- Ensure enhanced co-ordination and reporting from a combined assurance perspective.
- Continue efforts to enhance compliance maturity and drive standardisation of compliance management across MTN.
- Strengthen risk and compliance advisory.
- Accelerate the data privacy programme to manage growing privacy challenges.
- Drive implementation of a standardised internal controls programme.

Mandate: The committee's work includes providing oversight on the identification, monitoring and mitigation of existing and emerging risks and opportunities as well as on compliance matters.

Members	Attendance at applicable meetings
Shaygan Kheradpir	4/5
Noluthando Gosa	5/5
Nosipho Molope	4/5
Stan Miller	5/5
Tim Pennington^	2/2
Lamido Sanusi	4/5

By invitation: Chair of the Audit Committee, Group President and CEO, Group Chief Financial Officer, Group Chief Risk Officer, joint external auditors.

^Appointed to the committee 1 August 2022.
 # Effective 1 January 2023, Nicky Newton-King joined the committee.

How we manage risk

Robust risk management is the mainstay of our business and underpins operational excellence.

Our top risks

We take an enterprise-wide approach to risk management. This defines the processes and practices across MTN for management to proactively identify and manage risks and opportunities that impact strategic and operational objectives.

We view risk management as a core competency by embedding a risk culture supported by top-down and bottom-up processes, ensuring completeness, proportionality to our business and the robustness of mitigating actions. This results in a profile of the most material risk issues based on residual risk. Residual risk considers the likelihood of events occurring, the impact should these materialise, and the effectiveness of existing mitigations and controls.

MTN's Board and its committees oversee an integrated risk management process through regular engagement with management across a wide scope of activities to ensure the effectiveness of risk management. Opco-level risks are discussed at Opco Exco and Opco Audit and Risk Committees.

Principal risk universe and risk appetite

A key component of ERM entails the use of a focused principal risk universe. In the first instance, the risk universe provides a two-tiered risk categorisation that enables uniform mapping of risk issues across all Opcos for bottom-up integration and consistency. From the top-down perspective, the principal risk universe guides management to achieve completeness of risk identification. The principal risk universe is dynamic and is periodically reviewed to reflect changes in strategy, organisation and operations.

The organisation's risk appetite philosophy and statements are operationalised by applying risk preferences to each principal risk. This helps guide the articulation of mitigations and resource planning. For principal risks, we develop key risk indicators with tolerance levels to embed and operationalise the Board's risk appetite guidance. The graphic below shows the current universe underpinning ERM.

We use risk appetite and tolerance levels with business planning and decision, aligning with a continuously evolving business and to ensure that we are not exposed to risk levels beyond our defined risk preference levels while in pursuit of delivery of *Ambition 2025*. Our focus in 2023 will be to further mature our risk management capability.

Stress testing and scenario planning

In addition to using risk categories and principal risks to achieve completeness of risk identification, as part of forward-looking risk management we have incorporated stress testing and catastrophic scenario planning exercises into the process. We apply stress test scenarios to different elements of the budgeting process at an Opco and MTN Group level, with high-level mitigations developed for each scenario. Examples of catastrophic scenarios considered include: a dramatic depreciation of a key market currency; difficulties in renewal of licences or nationalisation in key markets; failure of a major network supplier; a cyber-attack crippling large parts of the network; and technology disruption leading to a more rapid move away from voice to data/digital. In addition, a reverse stress testing exercise analysed scenarios that could result in a catastrophic liquidity crisis.

Business resilience

In 2022, we managed our business continuity risks by implementing our refreshed business resilience plan ensuring operational resilience actions to adjust to future shocks and stresses. The business resilience function also spearheaded MTN's global macroeconomic crisis response project. MTN Group improved the control effectiveness in key markets and obtained ISO 22301 Business Continuity Management certifications and enhanced cybersecurity readiness by administering cybersecurity crisis simulation across markets.

Compliance management

We remained committed to taking a proactive approach to compliance and improved our compliance programme to ensure that we were meeting our obligations and staying ahead of emerging risks. We placed strong emphasis on compliance monitoring and testing and evaluated the effectiveness of our control environment. As a result, we launched an internal control improvement programme to further strengthen our compliance posture. We continued to implement our data privacy programme and enhance our data protection measures. We focused on leveraging technology to enhance our compliance processes, recognising that technology is a key enabler for effective compliance.

Combined assurance

MTN undertakes a combined assurance approach to optimise and enhance the level of risk, governance and control oversight of risk management.

The combined assurance model ensures that all assurance activities provided by internal and external providers adequately address material risks facing the Group (see page 37).

Principal risk categories

Strategic
- Strategy and execution
- Regulatory and stakeholders.
- Products and innovation (telco, digital, fintech).
- M&A, divestitures, and strategic partnerships.

Governance
- Compliance.
- Internal control environment.
- Fraud and financial crime.
- Governance.
- Environmental, social and ethics.

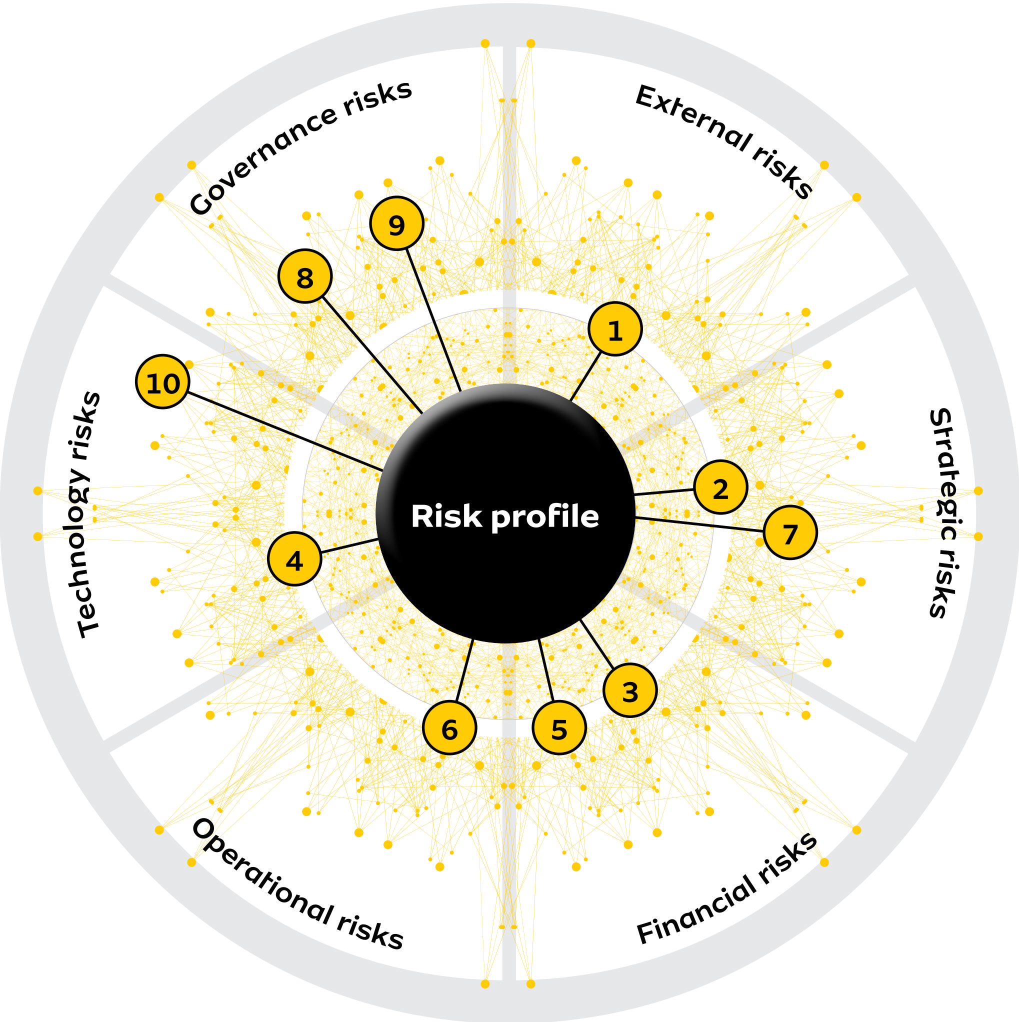
Financial
- Financial markets.
- Liquidity and funding.
- Tax.
- Financial accounting and reporting.
- Credit risk.
- Financial performance and returns.

Technology
- Network.
- Information technology.
- Information security.

Operational
- Supply chain.
- Sales and distribution.
- Customer experience.
- Continuity risk.

External
- Competition.
- Legal.
- Political and macroeconomy.

Top risks to value creation



Our top risks in 2022

2022		2021
1	Challenging political and macroeconomic conditions	2
2	Increased regulatory pressure	1
3	Increased tax-related uncertainty	3
4	Cyber and information security risks	4
5	Liquidity and funding	5
6	Supply chain	6
7	Strategy and execution	7
8	Compliance	8
9	ESG issues	9
10	Network and spectrum cost and availability	10

Top risks to value creation continued

Ranking: **2022** 1 | 2021 2

Relevant capitals

Natural | Financial | Intellectual | Human | Manufactured | Social

Relevant material matters

MM 1 | MM 3 | MM 6

Principal risk and risk issues

Principal risk:
Political and macroeconomy

Challenging political conditions
Geopolitical and local political developments impact all aspects of our business, especially market continuity, regulatory, strategic and operational objectives and funding. In 2021 we exited Syria and Yemen. In 2022 we agreed to exit Afghanistan. In Iran, a stall in talks about the Joint Comprehensive Plan of Action (JCPOA) exposes our business to sanctions and prevents the repatriation of funds to the Group. Terror attacks in certain markets, including Nigeria, weigh on consumer and business confidence and have a material impact on MTN.

Challenging macroeconomic conditions
Currency depreciation, elevated inflation, rising debt service costs and increased scrutiny and investigations negatively impact investor confidence. Capex commitments and some Holdco debt are denominated in foreign currency. Inherent volatility and the long-term weakening trend of currencies in key markets impact Opco and Group profitability. Lack of currency availability in markets such as Nigeria impacts cash upstreaming to the Group which, in turn, impacts liquidity and debt ratios. In South Africa, growth expectations are muted amid an electricity crisis and inflation pressure.

Doing through mitigation and controls

- Monitor developments in politically and economically sensitive markets with scenario and sensitivity analysis to enhance response capabilities.
- Ensure business resilience measures in each Opco.
- Use available forex hedging instruments.
- Ensure sufficient committed funding facilities to respond to market stress and maintain our approach of Opco self-funding.
- Ensure protection of staff and assets and continuity of operations through strong business continuity controls.
- Comply strictly with international sanctions laws.
- Stress test business plan against currency volatility to understand impact on profitability, allowing for appropriate responses.
- Optimise local:foreign currency debt at the Holdco.
- Maximise local currency debt in Opcos to reduce forex risk.
- Convert large contracts into local currencies where possible and prudent.
- Repatriate dividends when possible.

Doing in 2022

- Proactively addressed macroeconomic pressures through specific projects including EEP and supply chain interventions.
- Supported, where possible, public-private partnerships and government initiatives promoting the socioeconomic welfare and growth of host countries.
- Enhanced business resilience maturity in line with targets.
- Ensured consistent use of political and economic scenario analysis as an integral part of risk management and contingency planning process.
- Performed stress testing in respect of gearing ratios; completed stress testing of business plan for key currency volatility.
- Used cash-backed letters of credit in place of trade lines to reduce forex exposure and obligations on equipment imports.
- Used hedging instruments for applicable foreign-denominated opex and capex.

Opportunity

Develop a world-class business by capturing opportunities for innovation through addressing the macroeconomic challenges in our markets.

This includes our segmented digital and fintech business offerings and fibre rollouts.

Top risks to value creation continued

Ranking: **2022** 2 | 2021 1

Relevant capitals

Natural | Financial | Intellectual | Human | Manufactured | Social

Relevant material matters

MM 2 | MM 3 | MM 4 | MM 6 | MM 8

Principal risk and risk issues

Principal risk:

Regulatory

Increasing regulatory pressure

MTN operates in multiple jurisdictions that require compliance with wide-ranging laws and regulations. These include licence obligations; regulatory prescriptions; sanctions laws; capital importation and repatriation stipulations; data privacy prescriptions; cross-border data flow restrictions; quality of service (QoS) performance indicators; and SIM registration and Know Your Customer (KYC) requirements. Regulatory risk tends to be more pronounced during periods of economic uncertainty.

Doing through mitigation and controls

- Targeted stakeholder engagement on regulatory and public policy issues.
- Proactive engagement with key stakeholders to ensure a supportive macro environment across our markets. The development of efficient ways to manage licences, including operating licence renewals on the best possible commercial, technical and financial terms.
- Active engagement with industry bodies such as the GSMA and its subgroups for guidance and best practice in relation to spectrum, electromagnetic fields (EMF), excessive fees and QoS.
- Adherence to localisation obligations.
- Regulatory and industry advocacy, including around competition policy. We undertake research and analysis of emerging technologies and the fairness of treatment of new market entrants from a competition and regulatory enforcement perspective.
- Strict compliance with laws and regulations and continuous enhancement of compliance testing programmes.
- Opco support including advice, guidance and research on key risk issues and events to mitigate risk and ensure the effective resolution of issues.
- Continued capacity building and development of tools, e.g. playbooks and knowledge sharing.
- Engaging stakeholders on the release of 5G spectrum and the repurposing of spectrum bands where services have become obsolete.
- Develop regulatory approach for the issue of dual regulatory oversight of our FinCo activities. Through GSMA, we support Opcos to ensure understanding between telecoms and financial services regulators.

Doing in 2022

- Further developed support frameworks, including one for regulatory advocacy and stakeholder management to enhance Group advocacy.
- Increased resourcing to enhance regulatory approach and public policy capability.
- Progressed incorporation of FibreCo for separation entities in line with our strategy.
- MTN South Africa acquired 100MHz spectrum for 5G.
- Continued regulatory and advocacy focus on 2G/3G sunsetting in key markets to minimise disruptions to customer coverage.

Opportunity

We engage regularly with regulators and other industry stakeholders on existing and emerging issues and thus improve our ability to comply with regulatory requirements. Opportunities exist for even stronger relationships to allow us to work more closely with regulators and policymakers.

Top risks to value creation continued

Ranking: 2022 3 | 2021 3

Relevant capitals
Natural, Financial, Intellectual, Human, Manufactured, Social

Relevant material matters
MM 1, MM 2, MM 6

Principal risk and risk issues	Doing through mitigation and controls	Doing in 2022
Principal risk: **Tax** **Increased tax-related uncertainty** As a prominent corporate citizen in many markets, MTN faces risks such as adverse changes in tax laws and sector regulations. These lead to complex tax regimes that require robust programmes and resources to ensure full compliance and tax efficiency. In 2022, MTN experienced ongoing tax scrutiny in key markets.	• Present compelling stance to tax authorities about tax matters. • Allow for tax provisions where necessary. • Ensure accurate implementation of tax guidelines. • Enhance controls for notifications of changes in law and judicial interpretation and effective tax planning. • Ensure an effective tax risk management system through the application of our robust tax approach and policy and alignment with Group risk management principles. • Obtain limited assurance LA on our total tax contribution, which is detailed in our Tax Report TR.	• Enhanced structures at and concerted support from the Group on regulatory and tax issues. Participated in stakeholder consultations where new tax regimes were proposed to avoid the incidence of multiple taxation. • Proactively reviewed and implemented systems and processes to ensure compliance with pillar 2 requirements and UAE corporate tax rules. • Ensured robust revenue and tax management processes were in place and regularly consulted tax advisers to understand the impact of our operating environment. Where necessary, sensitised MTN stakeholders on this impact. • Introduced proactive measures such as enhanced revenue assurance on tax compliance. • Resolved long-running tax Issue in Ghana in early 2023.

Opportunity
Proactive tax readiness through enhanced data retention, automation and management.

Ranking: 2022 4 | 2021 4

Relevant capitals
Natural, Financial, Intellectual, Human, Manufactured, Social

Relevant material matters
MM 2, MM 3, MM 4, MM 5, MM 7

Principal risk and risk issues	Doing through mitigation and controls	Doing in 2022
Principal risk: **Information security (IS)** **Cyber and IS risks** Cybersecurity is a priority as cyber-attacks become more sophisticated. Since the pandemic, changes to the working environment increased the activity of cyber-criminals. A cyber-attack aimed at MTN could lead to service interruption and the infringement of personal and confidential data. This could lead to significant business interruption and expose MTN to increased regulatory scrutiny and reputational damage.	• Ensure adequate monitoring and reporting on performance against milestones in the Group's IS plan. • Strengthen our incident detection and response capabilities and the security control environment. • Review and enhance security governance and operational structures. • Invest in the upgrade of the security environment. • Enhance and simulate playbooks for management of security crises. • Fast-track the implementation of security capabilities. • Develop capabilities to address third-party security risk and compliance management. • Deploy security awareness campaigns and skills development initiatives.	• Refreshed IS approach in support of ***Ambition 2025*** and wider threat landscape. • Provided Exco-level cybersecurity awareness engagement sessions. • Continued security assessments on various MTN systems to identify vulnerabilities requiring remediation. • Continued to implement strategic security programmes to implement and enhance security capabilities. • Established fintech security compliance management structures. • Defined and deployed additional technical security standards and reference architectures. • Deployed various security detection, response and monitoring solutions.

Opportunity
Deployment and optimisation of integrated and scalable security capabilities to drive a mature security posture.

Top risks to value creation continued

Ranking: 2022: 5 | 2021: 5

Relevant capitals

Natural | Financial | Intellectual | Human | Manufactured | Social

Relevant material matters

MM 1 | MM 6 | MM 7 | MM 8

Principal risk and risk issues

Principal risk:
Liquidity and funding

In addition to generating profitable returns, it is vital for Opcos to generate sufficient cash and have optimal capital structures to fund capital-intensive programmes and repatriate earnings to the Group.

An inability to secure debt at the local balance sheet level and repatriate earnings (due to inadequate market capacity, foreign currency availability and/or restrictive forex laws or sanctions) impacts our ability to keep adjusted Group leverage stable and increase distributions to shareholders. This may also lead to ineffective management of free cash flows due to an imbalance between revenue growth and capex intensity.

Execution risk on ARP or an inability to secure sufficient liquidity for upcoming maturities will heighten refinance risk. Outstanding dividend payments from Iran and limited availability of hard currency in some markets remain key challenges.

Continued success in upstreaming in 2022, resulted in improved Holdco leverage, signalling a strong improvement in financial stability.

Doing through mitigation and controls

- Focus on attaining double-digit growth in constant currency service revenue as well as improving EBITDA margins.
- Continue to invest in projects that generate good returns or reasonable returns.
- Proactively manage capex intensity.
- Prioritise securing ARP proceeds to improve Holdco leverage and reduce volatility related to hard currency debt.
- Continue optimising the rand: dollar debt mix at the Holdco by reducing dollar debt.
- Proactive management and optimisation of the Holdco debt and maturity profile to mitigate refinancing risk and ensure sufficient liquidity to meet the Group's needs.
- Maximise local currency debt in Opcos for capex to optimise capital structure and reduce forex risk.
- Optimise excess cash balances in Opcos and cash upstreaming to the Group.
- Ensure that Holdco leverage remains within the target range.
- Maintain adequate and sustainable headroom, liquidity ratios and buffers to navigate through a liquidity stress event.

Doing in 2022

- Improved Holdco leverage to 0.8x from 1.0x.
- Improved the mix of non-rand:rand debt at the Holdco from 41:59 at end-2021 to 36:64 at end-2022.
- Focused on securing rand-denominated long-term debt at the Holdco. Closed funding of R13.1bn, allowing us to refinance debt maturities, maintain headroom and smooth our maturity profile.
- Reduced dollar debt at the Holdco by completing a cash tender offer on the 2024 Eurobonds and buying back US$300m.
- Concluded local currency debt in Opcos; closed funding transactions in Cameroon, Côte d'Ivoire, Guinea-Bissau, Guinea-Conakry, Nigeria, Uganda and Zambia.
- Secured an upgrade by Moody's of MTN's national scale rating to 'Aa1.za', from 'Aa2.za'.
- Reported Holdco liquidity headroom of R60.2bn.
- Repatriated more than R6.5bn in dividends and sell-down proceeds from Nigeria.

Opportunity

Continued success in upstreaming, with flows largely aligned to budget, resulting in further improvement to the Holdco leverage.

This will also provide strong signalling of improved financial stability and forex markets in the countries in which we operate.

Top risks to value creation continued

Ranking: 2022: 6 | 2021: 6

Relevant capitals

Financial | Human | Manufactured

Relevant material matters

MM 6

Principal risk and risk issues

Principal risk:
Supply chain

Supply chain disruptions persist since the pandemic, with the impacts of the Russia-Ukraine war exacerbating the situation and exerting inflationary pressure on fuel and freight costs. Higher commodity prices, the energy crisis and global capacity constraints (e.g. on semi-conductors) also affect suppliers.

Doing through mitigation and controls

- Ensure critical demand is fulfilled including securing adequate capacity, spares availability and physical delivery into the markets.
- Global Sourcing and Supply Chain Resilience playbook for enhanced crisis management frameworks.
- Enhance crisis management structures through specialised focused projects.
- Implement enhanced supplier risk management plan including a multi-vendor approach.

Doing in 2022

- Updated supply chain resilience programme to review the impact of unpredictable events such as the war, natural disasters and the semiconductor crisis.
- Defined pre-emptive actions on upstream supply chain, freight and commodities to minimise the impact on operations.
- Expanded business resilience controls on supply chain to include tracking of purchase orders, supplier risk management, payment terms and local market risks.
- Closer collaboration with suppliers to understand supply chain challenges, detect disruption risks and take proactive measures.
- Developed risk models and monitoring systems to support the supply chain resilience programme.
- Expanded supply chain control tower platform with order management systems of additional suppliers to monitor shipments in real time and intervene based on proactive alerts.

Opportunities

Implementation of MTN's programme to mitigate the risk of supply disruptions by providing an additional supply source. Implementation of predictive analysis (machine learning and artificial intelligence) to include external data sources on the supply chain control tower to provide early warnings leading to prioritisation of deliveries.

Our circular economy programme facilitates the refurbishment and reuse of equipment between our markets, with environmental benefits, operational efficiencies and financial savings. It also allows for greater resilience as it acts as an alternative source of supply in the case of supply chain disruptions such as semiconductor shortages or suppliers exiting the market.

Top risks to value creation continued

Ranking: 2022 7 | 2021 7

Relevant capitals

Natural, Financial, Intellectual, Human, Manufactured, Social

Relevant material matters

MM 2, MM 3, MM 4, MM 6, MM 7, MM 8

Principal risk and risk issues

Principal risk:

Strategy and execution

Operating across diverse markets and in a dynamic sector increases risks, such as failing to establish and/or embed a clear direction for the Group; lack of buy-in; and failure to identify and exploit opportunities in chosen markets and domains. From an execution perspective, the realisation of complex strategic objectives (e.g. fintech separation) requires robust programme and project management as well as flexible change management.

Doing through mitigation and controls

- An annual strategy and business planning process: Board strategic reviews in March/April; Board approval of strategic updates in June/July; Board budget approval in November.
- Formulate and track comprehensive resource allocation and functional KPIs for strategic priorities.
- Align individual performance metrics with strategic priorities.
- Communicate comprehensively on strategic intent.
- Ensure well-established capital projects management.

Doing in 2022

- Ensured that ***Ambition 2025*** was well embedded.
- Entrenched monthly Exco priority programme tracking and reporting on 17 strategic programmes, ensuring tight management and delivery. Set up special steering committee governance structures to ensure delivery of all priority programmes.
- Ensured that the ***Ambition 2025*** risk universe and related mitigations were well understood.
- Progressed structural separation processes: fintech separation completed in early 2023 and InfraCo separation due in 12 to 24 months.
- Focused on localisation: MTN Nigeria public offer.
- Worked on establishing and growing our strategic partnerships to enhance our value propositions and our Africa footprint. Established key partnership for acceleration of digital and cloud transformation.
- Progressed evolution of our talent base to deliver on ***Ambition 2025***.
- Progressed the exit from Afghanistan in early 2023.

Opportunity

A clear strategy, executed and governed in a co-ordinated manner, will enable MTN to build a future-fit organisation focused on clear execution and shared value priorities toward delivering on ***Ambition 2025***.

Top risks to value creation continued

Ranking: 2022: 8 | 2021: 8

Relevant capitals

Natural | Financial | Intellectual | Human | Manufactured | Social

Relevant material matters

MM 2 | MM 3 | MM 4 | MM 7

Principal risk and risk issues	Doing through mitigation and controls	Doing in 2022
Principal risk: **Compliance** **Operational and compliance challenges** These risks result from the challenge to standardise internal control maturity across our decentralised Opcos, which have very different operating environments that need to be balanced with commercial agility. Ongoing changes in the regulatory environment add pressure to the compliance environment. MTN has made significant progress to improve and standardise our control environment. We continue to focus on the fast-growing fintech environment; subscriber registration requirements; credit risk management; IS controls; and more stringent data privacy requirements.	• Review internal policies and procedures, as required, and develop new ones. • Enhance and implement compliance maturity objectives and internal control improvement plans. • Monitor key compliance risks in Opcos. • Ensure advanced risk management practices in most Opcos. • Engage with regulators to ensure clear, concise and unambiguous regulatory requirements.	• Focused on top compliance and combined assurance risk issues, as well as risk acceptance and escalation reporting. • Implemented numerous new policies. • Made significant progress in enhancing the level of ERM and compliance maturity across markets. • Carried out comprehensive compliance monitoring and testing initiatives to ensure adherence to regulatory requirements. • Redefined methodologies to ensure continued compliance and adaptability to future changes in the risk environment. • Passed various stages of alignment with MTN Group data privacy policy and, where applicable, national data privacy legislation. • Implemented internal control improvement programme to strengthen the internal control environment. • Advanced our compliance certification programme.

Opportunity

Driving thought leadership of MTN's compliance maturity through proactive and integrated strategies.

Top risks to value creation continued

Ranking: 2022: 9 | 2021: 9

Relevant capitals

Natural | Financial | Intellectual | Human | Manufactured | Social

Relevant material matters

MM 1 | MM 2 | MM 3 | MM 4

Principal risk and risk issues	Doing through mitigation and controls	Doing in 2022
Principal risk: ESG The growing prominence of ESG in investor strategies and greater consistency of international ESG standards are cementing ESG as a mainstream business concept influencing investment returns and corporate strategies. There is an increased focus on cybersecurity, data privacy and internet shutdowns. For MTN, climate change could disrupt our operations and the supply of our products and services. In the global transition from fossil fuels to renewables, we see higher energy prices for consumers and a near-term policy collision with climate goals.	• Ensure MTN's sustainability strategic framework is built into the culture and business strategy, both in terms of risks and opportunities across the organisation. • Entrench a culture of ethics in line with King IV™. • Obtain limited assurance LA on calls to the whistle-blower hotline. • Understand the evolving nature of ESG and build resilience for both short- and long-term material ESG issues for MTN.	• Furthered digital and financial inclusion, connecting 18.8 million more people to broadband and improved its affordability, with 22.7% average reduction in the data tariff across markets. • Our social and economic contribution made a meaningful impact on lives and livelihoods in our markets, amounting to R149bn in 2022. • Paid taxes of R38.2bn in support of fiscal resources of nation states. • Invested R17.2bn in our networks, advancing fixed investment. • Supported the livelihoods, including job creation and skills development, of 5.3 million people. • Continued to close the coverage gap in rural areas by rolling out 1 669 rural sites, expanding our coverage to 30.8 million people in rural areas. • Advanced our efforts to reach Net Zero emissions by 2040, including working closely with suppliers to reduce our scope 3 emissions.

Opportunity

ESG risks present the opportunity to collaborate as a company, empower and support our stakeholders, including driving deeper engagements with our investors to unlock long-term value.

Top risks to value creation continued

Ranking: 2022: 10 | 2021: 10

Relevant capitals: Natural, Financial, Intellectual, Human, Manufactured, Social

Relevant material matters: MM 1, MM 2, MM 3, MM 6

Principal risk and risk issues

Principal risk:
Network and spectrum cost and availability

Spectrum cost and availability

Without adequate spectrum, we are unable to ensure our QoS and deliver on our strategy. Higher spectrum costs impact the cost of our products and services and put pressure on profit margins.

What is critical is the timeous availability of adequate, suitable and affordable spectrum and technology-neutral licensing of spectrum.

Network

Network performance and continuity are paramount to MTN's success. Disruptions can have a disastrous impact. It is vital that we have adequate capacity planning (including international capacity resilience) to ensure we meet growing demand.

In South Africa, persistent loadshedding adversely impacts network availability, customer experience and revenue.

Doing through mitigation and controls

- Create and maintain an Exco-agreed spectrum plan that recognises traffic growth, technology uptake/maturity and existing and planned customer value propositions.
- Refresh our spectrum approach in 2023 to cover new standards and technologies (Satellite D2D). It will support the enhancement of governance and compliance through annual revisions in the MTN Group spectrum policy and performance contracting between Opco regulatory and technical heads.
- Review Opco spectrum evolution annually to maximise spectrum utilisation efficiency through re-farming of existing allocations (licence permitting), frequent network hardware and software upgrades, and handset capability management.
- Ensure adequate financial planning for Opco capability to invest in spectrum when available.
- Extensive QoS and network uptime measures in place.
- Long-term network capacity planning aligned to strategy.
- Network policy provides principles on the mandatory requirements for all network initiatives and ensures a consistent way of work for networks throughout the Group.
- Implement resilience improvement plan for MTN South Africa which includes enhancing power back-up solutions on site.
- Eliminate single point of failure through redundant transmission routes, failover and power redundancies.
- Stronger enforcement of published guidelines together with MTN GlobalConnect.

Doing in 2022

- Specific guidance through policies for the management of data archiving, backups, and recoveries.
- Specified focus on home connectivity and the 5G roadmap to identify a tactical approach to secure ideal 5G bands in a timely and affordable manner.
- MTN South Africa acquired 100MHz of spectrum by ICASA through auction helping us to improve our 4G and 5G network capacity and coverage.
- MTN Nigeria launched 5G on the 3 500MHz band, which places MTN as the first operator to provide commercial 5G In the country.
- Participated in industry groups such as ITU, GSMA and GSA to ensure that MTN's strategy finds accommodation inside ITU World Radio Conference agenda items.
- Continued to expand the capacity of our networks.
- Core network modernisation kicked off in 2022.
- Recorded the following Net Promoter Score (NPS) %:
  - MTN South Africa 48%
  - MTN Nigeria 61%
  - MTN Other 43%

Refer to the data table on page 16 for more information.

Opportunity

Sharing spectrum with other operators to increase spectral resources utilised by MTN and improve our performance.

Group CFO
Tsholofelo Molefe, CA(SA)

Q&A with the CFO

Q

The Group delivered a good set of results in 2022, especially given the prevailing headwinds. How would you contextualise MTN's financial performance?

A

- Group service revenue grew by 15.3%*
  - Group voice revenue up by 4.2%*
  - Group data revenue up by 32.2%*
  - Group fintech revenue up by 14.3%*
  - MTN South Africa service revenue up by 3.6%
  - MTN Nigeria service revenue up by 21.5%*
  - SEA service revenue up by 11.8%*
  - WECA service revenue up by 12.8%*
  - MENA service revenue up by 67.9%*

In tough trading conditions, which deteriorated in the second half, our results were relatively resilient. As outlined by the President and CEO on page 07, we were pleased to have delivered a solid performance that was largely in line with our medium-term targets, driven by solid commercial momentum and execution.

Q&A with the CFO continued

Growth in line with medium-term targets, underpinned by industry-leading connectivity operations

We delivered service revenue of R196.5 billion, which was up 14.4% on a reported basis and 15.3%* in constant currency. This was largely driven by double-digit growth in MTN Nigeria and our regions, including MTN Ghana. MTN SA reported a solid result in a very difficult environment, characterised by macroeconomic pressures and loadshedding. The Opco grew its service revenue by 3.6% in 2022 and we estimate that loadshedding had a negative impact of 1.6 percentage points (pp) on top-line growth in the period.

Voice revenue grew by 4.2% in 2022, supported by subscriber growth and resilient voice traffic trends on our networks. The overall voice performance was supported by strong voice trends in Nigeria and Ghana, although this was somewhat offset by a decline in SA's prepaid voice revenue. The **data** segment sustained its strong growth, with service revenue up by 32.2%*, benefiting from growth in active data subscribers, usage and traffic. The strong commercial performance from **MTN GC** enabled revenue growth of 19.1%, to US$344.4 million.

Solid performance from our platforms

In our platforms, **fintech** revenue increased by 14.3%*, showing a strong recovery in Q4 to growth of 18.3%* following the initial impacts of developments, which slowed growth in some of our key markets. These included the introduction of new taxes in Ghana, Benin and Cameroon, as well as the significant reduction to P2P pricing in markets such as Ghana and Côte d'Ivoire. Excluding these markets, overall fintech revenue growth would have been 20.6%* YoY in 2022.

We were pleased with the overall performance of the other platforms, with revenue growth of 5.6%*, 30.2%* and 12.8%*, respectively, for **digital, enterprise** and **wholesale**.

Focus on profitability, returns and cash flow generation

On a reported basis, **EBITDA** before once-off items grew by 12.4% to R90.8 billion, reflecting growth of 14.3%* in constant currency terms. This was driven by healthy operational results across most markets. The Group's reported EBITDA margin remained largely steady at 44.0%* (2021: 43.9%*) before once-off items, on the back of top-line growth and disciplined execution of our EEP.

We had positive contributions from all markets, except for SA which was impacted by the increase in device costs as well as additional expenses due to loadshedding. MTN SA reported an EBITDA margin of 38.9%, after adjusting for a gain on the disposal of towers, and we estimate that loadshedding had a negative impact of 0.9pp on this.

Reported **HEPS** increased by 16.9% to 1 154 cents (2021: 987 cents). HEPS were negatively impacted by net non-operational and once-off items amounting to -159 cents. Adjusting for these, HEPS was up 18.3%, which boosted continued expansion in our adjusted ROE to 23.4% (2021: 19.6%).

We invested **capex** of R54.1 billion on an IFRS 16 reported basis and R38.2 billion (up 17.0%) under IAS 17, which included a hyperinflation impact of R857 million (2021: R215 million). Capex intensity (under IAS 17) rose to 18.5% – slightly above our medium-target range of 15-18% – as we front-loaded some capex to mitigate supply chain and foreign exchange volatility and focused on investing in the accelerated growth opportunities we have identified to drive service revenue growth.

Group **operating free cash flow** (OpFCF), before licence and spectrum acquisitions, was R30.4 billion.

< Q >

You made great progress on the EEP. As you have now realised savings of R6.4 billion since 2020, how much more in savings can you unlock?

< A >

We had set ourselves a three-year target to unlock at least R5 billion in expense efficiencies off a 2020 base. In 2022, we delivered R2.7 billion of savings, largely due to those realised in the mobile network, followed by sales and distribution channels and general and administration expenses. By market, the bulk of efficiencies were achieved in MTN SA and MTN Nigeria, which made up more than two-thirds of the savings recorded in 2022.

With total savings of R6.4 billion realised since 2020, we are pleased with the impact of our EEP, which has supported our overall performance in the inflationary and challenging trading environments across our markets. We anticipate that macroeconomic conditions will remain tough in the near term and will continue with the various measures in place to contain these inflationary impacts.

The work is underway to identify and quantify further efficiencies, focusing on the renegotiation of inflation-indexed contracts; pricing negotiations to leverage economies of scale; staff optimisation initiatives; energy-efficiency initiatives; IT simplification; digital transformation; and process optimisation.

< Q >

Building financial resilience was one of your critical focus areas in managing and mitigating the risks in your trading environment. Please provide some colour on how this progressed over the past year?

< A >

Our three-pronged approach to entrenching the financial resilience we have built in our business entails expense efficiencies, working capital initiatives and liability management to bolster our balance sheet. These are also vital enablers of ***Ambition 2025***. I have just covered expense efficiencies, but we have also focused on working capital optimisation initiatives, which have released a total of R1 billion through handset receivables financing, with additional improvements coming from supply chain financing with major vendors.

Faster deleveraging of Holdco balance sheet, with focus on non-rand debt

At 31 December 2022, Group net debt decreased to R23.6 billion (2021: R30.5 billion) with a net debt-to-EBITDA ratio of 0.3x (2021: 0.4x), which was comfortably within our covenant of 2.5x. Our interest cover remained healthy at 9.0x, compared to the covenant of no less than 5.0x.

We reduced Holdco net debt to R23.1 billion (leverage of 0.8x) in 2022, from R30.2 billion (leverage of 1.0x) in 2021; this represented material progress from the 2019 level of R55.3 billion (leverage of 2.2x). This was enabled by strong cash flow generation, upstreaming of cash from Opcos and ARP execution. As at 31 December 2022, the ratio of non-rand-to-rand-denominated debt was 36:64 (December 2021: 41:59), which is broadly in line with our medium-term objective of 40:60.

In September 2022, we successfully completed a cash tender offer to early settle US$300 million in Eurobond notes with a 2024 maturity date. Additionally, we issued R4.1 billion in local rand bonds and concluded R9 billion in term funding. This is aligned to our focus of optimising the currency mix of our debt, mitigating refinance risk by smoothing and lengthening our debt maturity profile while maintaining our liquidity headroom.

Q&A with the CFO continued

Prudent approach to liquidity management
Our liquidity headroom was R60.2 billion at 31 December 2022, comprising R22.6 billion in cash balances and R37.6 billion in committed, undrawn facilities. In addition to exploring liability management opportunities, we completed the update of our Domestic Medium-Term Note (DMTN) programme for the latest JSE Debt-Listing Requirements and regulatory updates; and increased the programme size from R20 billion to R35 billion.

Q

Value-based capital allocation is one of the vital enablers of *Ambition 2025*. How do you think about this now and looking ahead?

A

Our strong balance sheet positions us well to absorb shocks that may arise from the current tough macroeconomic conditions. It also provides the flexibility the business needs to capture the opportunities in our markets and implement other ***Ambition 2025*** priorities. We have a value-based approach to capital allocation to achieve our strategic priorities. This informs how we prioritise our capital to ensure the best possible short- and long-term return for the business, while providing shareholders a return on their investment.

We are guided by a disciplined capital allocation framework. Our capital allocation prioritises investment in the growth of the connectivity business and platforms. We target capex of R37.4 billion in 2023, with a capex intensity of between 15-18% – this will sustain our second-to-none networks and technology platforms. It will build capacity and resilience and support the structural growth we see in our markets.

Our business has benefited from a hyper focus on the faster deleveraging and de-risking of our Holdco balance sheet, with particular focus on extinguishing non-rand debt. This will remain a priority over the short to medium term as we explore opportunities for further liability management of our Eurobonds.

We have guided to a minimum ordinary dividend of 330 cents per share in the way of cash returns to shareholders for 2023. This gives consideration to the first two priorities of our capital allocation framework as well as the uncertainties we see in our markets. The macroeconomic volatility in operating and capital markets has made it more difficult to upstream cash and execute on our ARP. In addition to the further deleveraging of (especially non-rand) debt, these will be key dependencies for any potential upside in dividend declaration for 2023.

Guided by our disciplined capital allocation framework

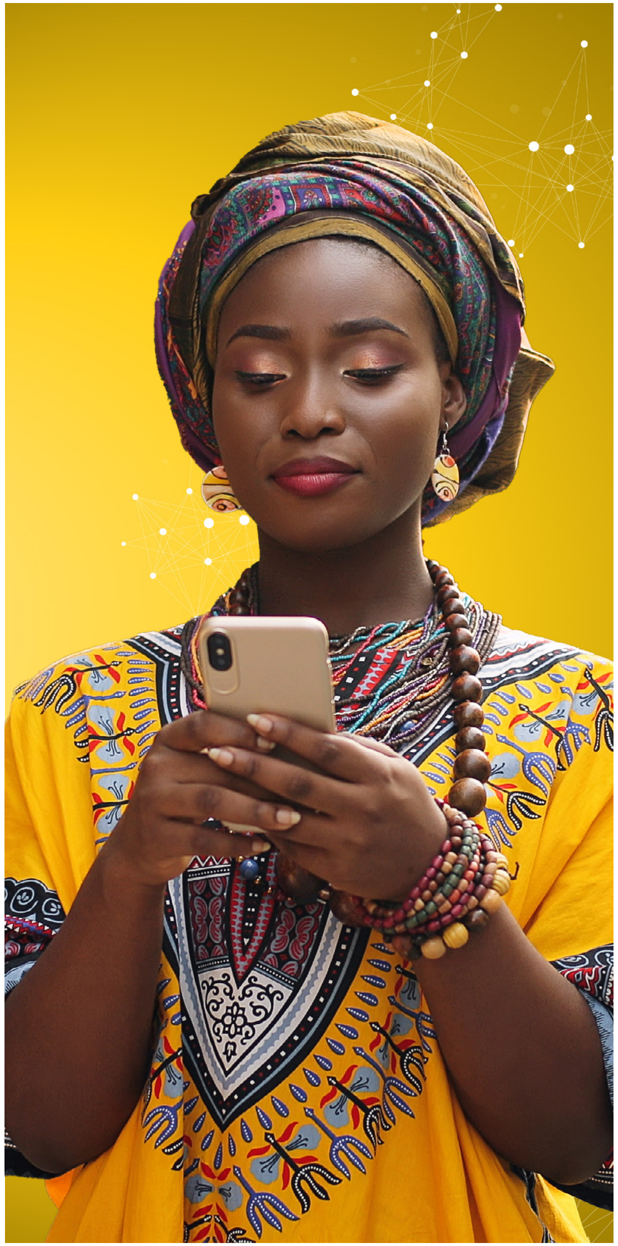
1 Organic growth
Well-invested networks and platforms | Improving capex intensity

2 Faster deleveraging of Holdco leverage
Rebalancing the mix to have rand debt making up at least 60% of Holdco net debt

3 Return cash to shareholders through dividends
Anticipate paying a minimum ordinary dividend of 330cps for FY2023

4 Selective mergers and acquisitions
Opportunities aligned to the investment case, subject to strict risk and financial criteria

5 Share repurchases or special dividends
Only considered when other capital allocation priorities have been met



Key financial tables

Income statement

Healthy top-line and earnings growth

(Rm)	2022	2021	% change reported	% change constant currency*
Revenue	**207 003**	181 646	14.0	14.8
Service revenue	**196 493**	171 821	14.4	15.3
EBITDA	**90 348**	76 158	12.4	14.3
Depreciation, amortisation and goodwill impairment	**(35 785)**	(35 223)	1.7	1.8
EBIT	**54 563**	40 935	33.3	26.9
Net finance cost	**(17 686)**	(14 448)	22.4	24.4
Hyperinflationary monetary gain	**1 251**	275		
Share of results of associates and joint ventures after tax	**3 369**	2 054	64.0	
Profit before tax	**41 497**	28 816	44.0	
Income tax expense	**(17 236)**	(11 822)	45.8	
Profit after tax	**24 261**	16 994	42.8	
Non-controlling interests	**(4 924)**	(3 244)	51.8	
Attributable profit	**19 337**	13 750	40.6	
EPS (cents)	**1 071**	763	40.4	
HEPS (cents)	**1 154**	987	16.9	
Adjusted HEPS (cents)	**1 313**	1 110	18.3	

** Constant currency information after accounting for the impact of the pro forma adjustments as defined.*

COMMENTARY

Service revenue
Constant currency growth driven by increases in voice (4.2%), data (32.2%), fintech (14.3%), digital (5.6%) and enterprise (30.2%), and wholesale increased by 12.8%.

EBITDA before once-off items
Drove cost efficiencies, strong operational performance, and operating leverage. This was driven by healthy operational results across most operations, with MTN SA up 2.8%, MTN Nigeria up 22.1%, MTN Ghana up 33.8% and increases of 13.5% and 17.1% in SEA and WECA, respectively.

Net finance cost
The average cost of borrowing was higher due to increased borrowing costs in MTN Nigeria (from its refinancing and funding activities).

Share of results of associates and joint ventures after tax
Solid performance by MTN Irancell drove the improvement.

Income tax expense
Impacted by non-deductible expenses, withholding taxes and deferred tax asset remeasurement.

HEPS
HEPS impacted by non-operational items totalling 159 cents per share.

Statement of financial position

Overall balance sheet movements impacted by weakness in most local currencies and ZAR strength

(Rm)	2022	2021	% change
Property, plant and equipment	**108 776**	99 769	9.0
Intangible assets and goodwill	**50 277**	43 760	14.9
Right-of-use assets	**50 625**	42 957	17.9
Other non-current assets	**44 638**	46 221	(3.4)
Mobile Money deposits	**38 661**	38 260	1.0
Other current assets	**95 546**	87 540	9.1
Non-current assets held for sale	**3 358**	7 291	(53.9)
Total assets	**391 881**	365 798	7.1
Total equity	**122 343**	114 982	6.4
Interest-bearing liabilities	**81 990**	80 902	1.3
Lease liabilities	**58 344**	47 914	21.8
Mobile Money payables	**39 273**	38 869	1.0
Other current liabilities	**86 830**	78 729	10.3
Non-current liabilities held for sale	**3 101**	4 402	(29.6)
Total equity and liabilities	**391 881**	365 798	7.1

COMMENTARY

Intangible assets and goodwill
Increase in goodwill and other intangible assets primarily from spectrum licence acquisitions in MTN SA, MTN Nigeria and MTN Guinea-Conakry.

Right-of-use assets
Increase due to sale and leaseback transaction of MTN SA towers and reassessment of tower leases in MTN Nigeria.

Non-current assets held for sale
Reduction due to finalisation of MTN SA tower transaction, which is offset by re-classification of MTN Afghanistan.

Lease liabilities
Increase resulting from a sale and leaseback transaction (SA tower) and increase in Nigeria due to additional 5G devices installed on existing sites.

Other current liabilities
Increase mainly driven by MTN Nigeria, MTN SA and MTN Ghana increase in tax liabilities.

Certain information presented in these results, including constant currency financial information, constitutes pro forma financial information. The responsibility for preparing and presenting the pro forma financial information as well as the completeness and accuracy of such information is that of the directors of the Company. This is presented for illustrative purposes only. Because of its nature, the pro forma financial information may not fairly present MTN's financial position, changes in equity, and results of operations or cash flows. The pro forma financial information and selected constant currency financial information contained in this report has been reported on by the Group's joint auditor (Ernst & Young Inc) who has issued reporting accountant's reports thereon and their unmodified reporting accountant's reports prepared in terms of ISAE 3420 are available for inspection at the Company's registered office on weekdays from 09:00 to 16:00.

The reporting accountant's report should be read in conjunction with the annual financial results for the year ended 31 December 2022 for a fuller understanding. The pro forma financial information presented in the annual financial results for the period ended 31 December 2022 has been prepared excluding the impact of Impairment of goodwill, PPE, and associates, loss on deconsolidation of subsidiary, impairment loss on remeasurement of disposal group, gain on disposal/dilution of investment in JV/associate and fair value gain on acquisition of subsidiary, net gain (after tax) on disposal of SA towers, other, hyperinflation (excluding impairments), impact of foreign exchange losses and gains, vaccine donations (in 2021), divestments (selldowns), deferred tax asset remeasurement (on MTN Mauritius), IFRS 2 Charge due to Ghana localisation and other non-operational items (collectively the "Pro forma adjustments") and constitutes pro forma financial information to the extent that it is not extracted from the segment included in the reviewed condensed consolidated financial results for the year ended 31 December 2022. This pro forma financial information has been presented to eliminate the impact of the pro forma adjustments from the annual financial results for the year ended 31 December 2022 to achieve a comparable year-on-year (YoY) analysis. The pro forma adjustments have been calculated in terms of the Group accounting policies disclosed in the consolidated financial statements for the year ended 31 December 2022.

Key financial tables continued

Selected cash flow information

Lower free cash flow impacted by dividends paid out and spectrum costs

(Rm)	2022	2021	% change
Cash generated from operations	**94 247**	88 670	6.8
Dividends received from associates and joint ventures	**371**	554	(33.0)
Net interest (paid)/received	**(12 544)**	(10 984)	14.2
Tax paid	**(13 953)**	(10 954)	27.3
Cash generated by operating activities	**68 121**	67 286	1.2
Acquisition of property, plant and equipment and intangible assets	**(45 812)**	(35 225)	30.1
Movement in investments and other investing activities	**2 376**	4 272	(44.4)
Cash used in investing activities	**(43 436)**	(30 953)	40.3
Dividends paid to equity holders of the Company	**(5 414)**	–	(100.0)
Dividends paid to non-controlling interests	**(3 689)**	(2 084)	77.0
Other financing activities	**(8 316)**	(24 095)	(65.5)
Cash used in financing activities	**(17 419)**	(26 179)	(33.5)
Cash movement	**7 266**	10 154	(28.4)
Cash and cash equivalents at the beginning of the year	**39 019**	30 636	27.4
Effect of exchange rates and net monetary gain	**(2 105)**	(1 895)	11.0
Cash classified as held for sale	**(546)**	124	NM
Cash and cash equivalents at the end of the period	**43 634**	39 019	11.8

COMMENTARY

Cash generated from operations
Increase was driven by a strong operational performance across our markets.

Tax paid
The increase is predominantly as a result of this high profit compared to prior year.

Dividends paid to equity holders of the Company
No dividend declared in 2020.

Other financing activities
Driven by net repayment of debt and settlement of lease obligations of about R6 billion.

Operational performance summary

MTN South Africa

Service revenue increased by
3.6%

Data revenue increased by
13.1%

Enterprise revenue increased by
17.5%

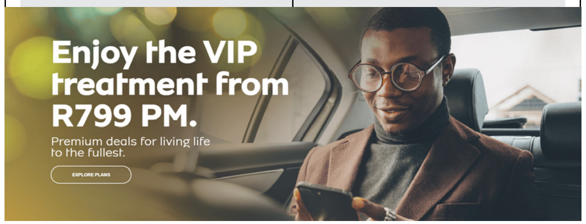
Wholesale revenue increased by
5.3%

Fintech revenue decreased by
2.9%

EBITDA increased by 4.7% to **R19.5bn**
(2.8% increase excluding gain on disposal of towers)

EBITDA margin increased by 0.3pp to
39.2%
(down 0.4pp to 38.5% excluding gain on disposal of towers)

Capex of **R15.3bn**
on IFRS 16 reported basis (R8.8bn under IAS 17)



MTN South Africa delivered solid service revenue growth of 3.6% in 2022, driven across all its customer segments. The performance included the continued double-digit growth in the enterprise business and a return to robust growth in the wholesale business. The Opco sustained strong growth in overall data revenue, driven by expansion in the active data subscriber base and higher average data consumption.

MTN SA's total **service revenue** grew by 3.6%, driven by data which contributed 45.6% to service revenue (up from 41.8% in 2021). The performance was significantly impacted by the increasing severity of loadshedding during the year, which reduced service revenue growth by 1.6pp.

The total number of **subscribers** increased by 4.4% to 36.5 million, a net addition of 1.5 million, underpinned by effective customer acquisition initiatives and MTN SA's market-leading brand. The Opco drove growth of 12.5% to 8.3 million in postpaid subscribers, through competitive integrated voice and data-centric plans. The number of prepaid customers increased by 2.3% to 28.3 million.

Data remained a key driver of overall growth and mobile data revenue expanded by 13.1% as data traffic increased by 33.2%. Revenue growth was also supported by a 7.2% increase in the number of active data subscribers to 18.9 million. The Opco also reduced overall consumer tariffs for data, with the average price of 1GB of prepaid 30-day data down by 11.6% in the year.

An active prepaid data subscriber now consumes an average of 2.7GB of data a month, up 18.7% YoY; and an active postpaid data subscriber uses nearly 13.1GB per month, an increase of 22.1%. This ongoing growth in usage demonstrates the continued structural demand for our data services, which supports MTN SA's medium-term growth outlook.

In progressing its Own the Home (OTH) priority, MTN SA grew the number of residential subscribers by 127.3% YoY to 68k, underpinned by a continued focus on accelerating the penetration of the home segment. This was enabled by growing sales through open access home fibre as well as growing our 5G and Tarana footprint.

Consumer postpaid service revenue increased by 3.2%, driven by growth in subscriber numbers and the sustained uplift in data consumption. The **consumer prepaid** business recorded service revenue growth of 0.3% in 2022. This was supported by strong data demand and achieved in spite of the pressure on voice revenue from loadshedding.

The **enterprise business** continued to deliver double-digit service revenue growth and expanded by 17.5%, supported by growth in mobile data revenues, bulk SMS and IoT. The core mobile business benefited from enhanced data product propositions, as well as the expansion of the distribution channel.

Growth in the ICT business was driven by increased demand for connectivity. MTN SA continued to leverage our strong network quality to gain further traction among both private and public sector entities, with a focus on expanding mobile service offerings. The Opco continues to prioritise RT15 (a mobile communication services contract with the public sector) customer acquisition and onboarding, which will support continued growth in the enterprise business.

The **wholesale** business recorded 5.3% YoY revenue growth on the back of national roaming deals with Cell C and Telkom. In September 2022, Cell C concluded its recapitalisation, enabling MTN SA to adopt the accrual basis of accounting on national roaming revenue (BTS rental remains on the cash basis of accounting). The multi-year national roaming agreement with Telkom – which came into effect in November 2021 – continued to scale steadily, with the stronger H2 2022 growth momentum expected to carry over into 2023.

MTN SA continued to scale its **fintech** ecosystem, with 6.5 million registered MoMo users (up 54.7%) and 1.2 million monthly active users (MAU) (up 105.3% YoY) by end-2022. Transactions on the platform increased, driven by innovative solutions relating to airtime, electricity, gaming, e-commerce and e-government services. The Fintech business is well positioned to contribute to the Opco's growth over the medium term.

MTN SA sustained strong growth in profitability, with **EBITDA** of R19.9 billion (up 4.7% YoY) and an EBITDA margin of 39.2% representing an increase of 0.3pp. This included the gain on disposal of SA towers. Excluding this effect, EBITDA would have been up by 2.8% and the EBITDA margin would have been 38.5% (down 0.4pp).

This outcome was achieved despite the implementation of the sale of MTN SA's towers, which included a move to a power-as-a-service (PaaS) arrangement. This resulted in power costs, which were previously capitalised, being recognised as an expense. The increased burden of loadshedding also added further costs which impacted margin.

The effects of moving to PaaS and additional loadshedding-related costs detracted approximately 1.7pp from EBITDA margin in 2022.

MTN SA deployed **capex** of R8.8 billion in 2022 and continued to scale up its 5G offering after being allotted 3 500MHz spectrum in the regulator's broadband auction. The Opco rolled out 598 5G sites in the period, bringing the total number of 5G sites to 1 546, covering nearly 21.5% of the population, exceeding its target December 2022 target of 20%.

PAT, which increased by 8.2% to R5.0 billion, was boosted by lower finance costs.

Operational performance summary continued

MTN Nigeria

Service revenue increased by **21.5%***

Data revenue increased by **48.0%***

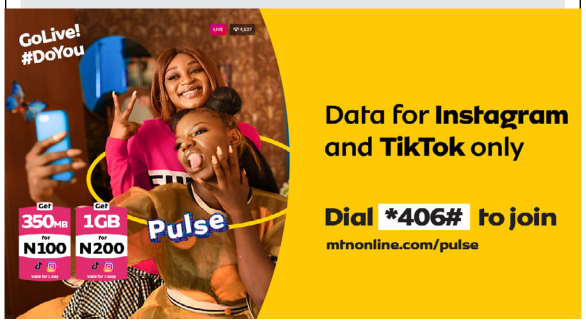
Fintech revenue decreased by **19.4%***

Digital revenue increased by **22.5%***

EBITDA increased by 22.1%* to **R41.1bn**

EBITDA margin increased by 2.0pp to **53.2%***

Capex of **R13.7bn** with capex intensity of 17.6 % under IAS 17



MTN Nigeria delivered pleasing overall performance for FY2022 given macroeconomic and operational challenges.

Service revenue growth of 21.5%* YoY, in line with medium-term guidance of at least 20%. This was largely driven by data, fintech and digital revenue, while voice revenue maintained a steady recovery as more customers' SIMs were re-activated and gross connections ramped up following the implementation of the Nigerian Communications Commission (NCC) directive on NIN-SIM registration. Overall, **voice** revenue grew by 6.9%* YoY.

Data revenue rose by 48.0%* maintaining the accelerated growth trajectory through increases in active data users (up 15.3% YoY) and traffic (up 66.6% YoY).

Fintech revenue rose by 19.4%*, with solid growth in Xtratime, the airtime lending product, and core fintech services.

Fintech active users rose by 57.5% to 14.9 million, with approximately two million active MoMo wallets. Following the launch of MoMo PSB in May 2022, the number of registered MoMo wallets reached 13.2 million, indicating the underlying momentum in the ecosystem. This helped to drive growth in the total volume of transactions to over 287.8 million.

The MoMo agent network grew by 88 000 active agents, bringing the total number to approximately 224 000.

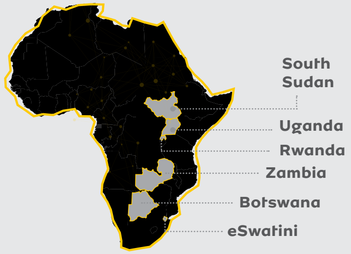
Digital revenue grew by 22.5%* driven by increased usage from the active base, which increased by 37.5% YoY to 10.3 million, with ayoba accounting for approximately half of the base. Rich media services, mobile advertising and content VAS continue to drive revenue growth.

Revenue from the **enterprise** business rose by 51.6%*, led by the mobile and fixed connectivity services and underpinned by onboarding new customers across segments. In addition, the Opco made good progress in its enterprise business transformation journey while offering additional go-to-market bundles across customer segments to support growth in the business.

Notwithstanding increased cost pressures – including the continued impact of Naira depreciation and higher dollar CPI on lease rental costs, the acceleration in our site rollout, and rising energy costs – MTN Nigeria's service revenue growth, while unlocking efficiencies through disciplined execution of the EEP, drove an increase in **EBITDA** of 22.1%* to R41.1 billion and a 0.2pp improvement in EBITDA margin to 53.2%*.

Operational performance summary continued

Southern and East Africa (SEA)



Service revenue increased by	Data revenue increased by
11.8%*	**23.0%***

Fintech revenue increased by	Digital revenue declined by
27.2%*	**21.5%***

The **SEA** region recorded double-digit growth in service revenue and EBITDA across most markets driven by strong growth in data and fintech. The performance was delivered despite challenging trading conditions where the blended inflation rate in SEA rose to 14.3% by December 2022, compared to 8.7% in January 2022. Service revenue grew by 11.8%* with the total number of subscribers increasing by 3.9% YoY to 36.5 million.

MTN Uganda recorded service revenue growth of 11.1%*, largely driven by continued growth momentum in data (23.7%*) and fintech (25.2%*) revenue. Voice revenue declined by 0.4%* YoY but reported an encouraging improvement in growth in H2 (up 4.3%*) on subscriber base growth of 9.2% YoY, improved network quality and price optimisation strategies.

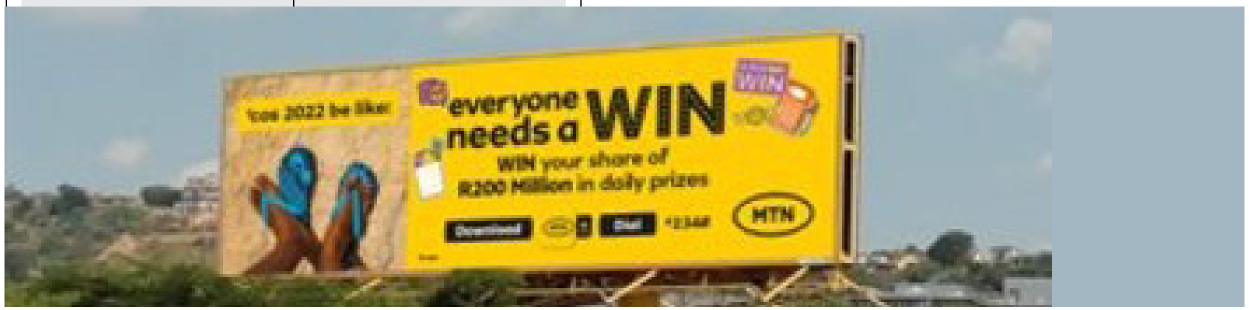
The EBITDA margin remains within medium-term target and increased by 0.4pp* to 51.7%*.

MTN Rwanda grew service revenue by 19.7%* YoY enabled by a 5.9% increase in subscribers to 6.8 million. The performance was driven by broad-based growth across the voice (3.8%*), data (15.4%*) and fintech (47.1%*) segments.

MTN Rwanda recorded a 2.2pp improvement in EBITDA margin to 49.8%*, which was in line with the medium-term target range, as the Opco unlocked efficiencies through disciplined execution of the EEP.

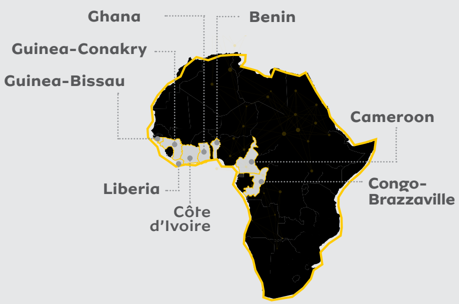
MTN Zambia grew service revenue by 7.2%* YoY driven by a 19.5%* increase in data revenue. **MTN South Sudan** increased service revenue by 19.0%* YoY benefiting from the regulatory price increases approved in Q4.

The aggregate EBITDA margin of SEA improved by 0.8pp* to 45.9%*, underpinned by the growth in service revenue and the realisation of cost efficiencies despite increases in commissions and distribution, particularly in Uganda and Rwanda, and network costs across most markets in the region.

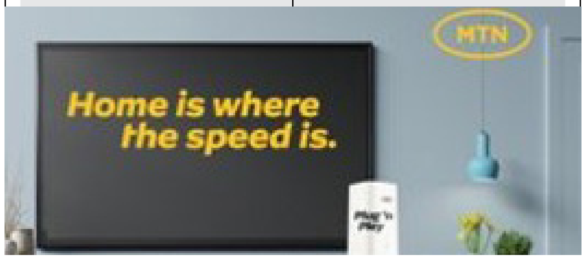


Operational performance summary continued

West and Central Africa (WECA)



Service revenue increased by **12.8%***	Data revenue increased by **27.4%***
Fintech revenue increased by **8.3%***	Digital revenue declined by **6.3%***



The **WECA** region sustained a robust performance in 2022, with aggregate service revenue up by 12.8%*, supported by subscriber growth of 6.6%, to 72.6 million. This was despite increased competitive pressures in the region alongside global and local macroeconomic volatility.

The key growth segment driver was data (27.4%*), while fintech revenue remained resilient notwithstanding regulatory taxes and escalating inflation, where the average annual inflation rate in the year was 14.1% in the region (4.8% excluding Ghana), rising to a blended rate of 43.9% by December 2022.

MTN Ghana's performance in 2022 was solid in a challenging macroeconomic and regulatory environment. **Service revenue** grew 28.5%* YoY in 2022, driven by growth in voice (23.8%*), data (42.0%*) and fintech (12.8%*) and supported by a 12.8% increase in the subscriber base to 28.6 million.

While operational costs were impacted by inflation, the focus on operational efficiency drove an expansion in MTN Ghana's EBITDA margin by 2.2pp* to 57.1%*.

MTN Côte d'Ivoire service revenue was up by 2.1%* in 2022, with a strong recovery in Q4 (up 12.5%*). This result was encouraging in a competitive environment that put pressure on the performance of fintech revenue which declined by 27.0%*.

Pleasingly, fintech revenue returned to positive growth (up 7.7%) in Q4, in line with expectations. This was achieved on the back of good user and usage growth, and as the effects of price reductions were lapped in the quarter. The overall decline in fintech revenue in the year was mitigated by strong growth in data (24.0%*), supported by an increase in data penetration and usage.

EBITDA margin declined by 1.7pp YoY to 33.1%* due to pricing pressures, fintech channel subsidies and macroeconomic challenges, including local currency devaluation and higher inflation. Margin was softer in Q4, impacted by once-off opex items.

MTN Cameroon reported service revenue growth of 8.9%* and maintained leading market share in a challenging and highly competitive environment. The launch of various campaigns focused on CVM drove strong growth in data (up 21.7%*), fintech (up 12.2%*) and digital (up 33.6%*) revenues. The EBITDA margin for MTN Cameroon improved by 1.0pp* to 35.6%* due to cost optimisation initiatives.

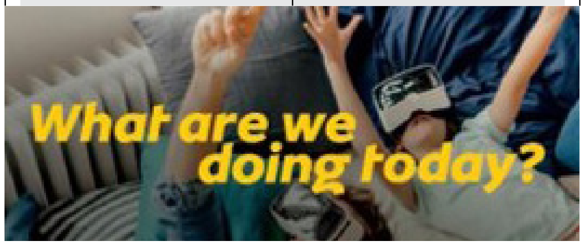
Overall, the WECA region delivered EBITDA growth of 17.1%* and an improvement in EBITDA margin of 1.5pp* to 39.8%*, benefiting from the robust top-line growth and execution of the EEP. Excluding MTN Ghana, the WECA markets reported a 0.8pp* decrease in the blended EBITDA margin to 29.4%*.

Operational performance summary continued

Middle East and North Africa (MENA) (excluding Iran)

Service revenue increased by	Data revenue increased by
67.9%*	**111.6%***

Fintech revenue increased by	Digital revenue declined by
59.1%*	**76.2%***



The **MENA** portfolio delivered a solid performance, with a healthy EBITDA margin under challenging trading conditions. The total number of subscribers (excluding MTN Irancell) was 15.1 million. Service revenue increased by 67.9%* in 2022, with the **EBITDA** margin up by 4.9pp* to 43.7%*.

MTN Sudan increased service revenue by 158.6%* in an evolving political and economic environment. Service revenue growth was underpinned by the continuous drive to increase connections and positive re-pricing, which led to growth in voice revenue (up 106.8%*) and data revenue (up 238.6%*). The EBITDA margin improved by 1.1pp* to 52.8%* due to continued efficiency measures.

Joint venture

MTN Irancell recorded a robust set of results in an economy that has continued to rebound despite continued US sanctions. Service revenue grew by 29.8%*, supported by strong commercial execution and subscriber growth – up 4.7% in the period to 52.7 million. Voice revenue grew by 23.1%*, driven by an increase in billed minutes stemming from the increase in the subscriber base. Data revenue was up by 24.2%* due to higher usage.

MTN Irancell's EBITDA margin increased by 4.9pp* to 41.5%*. Capex was R3.8 billion under IFRS 16 (R3.5 billion under IAS 17). The value of the Irancell loan and receivable at 31 December 2022 was R5.8 billion.

Audit Committee Chair's review

"The committee continued to build appropriate governance and control structures and systems to support MTN's ambition as the business evolves while reviewing progress and actions on regulatory developments."

Chair
Sindi Mabaso-Koyana CA (SA)

Key features of 2022^

- Progressed activities to co-ordinate and oversee standardisation of key controls across key processes.
- Oversaw key initiatives to improve MTN's cybersecurity posture.
- Assessed the suitablility of external auditors, internal audit, CFO and finance function.
- Executed responsibilities in terms of paragraph 3.84(g) of the JSE Listings Requirements.
- Continued monitoring of the Group's on-cloud enterprise resource planning system, including post-implementation reviews.
- Considered the financial impact and disclosures of the ARP, including the MTN SA towers disposal and sale of MTN Afghanistan.
- Monitored the transition for audit firm rotation with PwC hand-over process to EY, including oversight and evaluation of the external audit function.
- Evaluated and monitored on an ongoing basis processes in place to improve the control environment across markets.
- Continuously assessed the potential impact on the Group of legal exposures.
- Continued to assess the effectiveness of our combined assurance model.
- Carried out ongoing monitoring and review of the performance of Opcos in the portfolio.
- Reviewed the internal financial controls in place for the purposes of the CEO and CFO attestation on the AFS required by the JSE.
- Ensured that appropriate financial reporting standards and procedures are in place and being applied for Group consolidation purposes.
- Evaluated operational, financial and control risks posed by the challenging macroeconomic environment and mitigation plans in place.
- Regularly reviewed the Group tax reports and assessed the tax exposures of Group and its material subsidiaries to ensure adequate recognition and disclosures to the Group AFS.
- Considered and approved refreshed decision-making framework that addresses the evolving needs of the business, taking into account MTN's growth ambitions.

^ More details are in the full Audit Committee report in the AFS.

Key focus areas for 2023

- Monitor creation of separate governance structures for Fintech Group and enhancements to related risk and control and compliance capabilities.
- Consider impact of tax changes in the UAE: assess rules and ensure systems and processes enable compliance; evaluate impact of future developments of Global Anti-Base Erosion rules as part of the Organisation for Economic Co-operation and Development's (OECD) Two-Pillar solution.
- Review implementation of enterprise cloud solution across the Group, delivery of additional functionality, enhancements to platform performance management and incident resolution and decommissioning of legacy platforms.
- Monitor progress on strategic initiatives and ensure the overall control environment is not compromised during the process of implementation.

Mandate: The committee assists the Board in discharging its duties by independently 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.

Members	Attendance at applicable meetings
Sindi Mabaso-Koyana	8/8
Noluthando Gosa	8/8
Nosipho Molope	6/8
Tim Pennington^	5/5
Vincent Rague	7/8
Swazi Tshabalala#	2/3

By invitation: Group President and CEO, Group CFO, Group Chief Risk Officer, Group Chief Legal and Regulatory Officer, Group Executive: Internal Audit and Forensics, the Group Executive: Finance, and representatives of the joint external auditors.
^ Appointed to the committee 1 August 2022.
 # Retired from the Board with effect from 25 May 2022.

Finance and Investment Committee Chair's review

"The committee continued to provide oversight and guidance to the Board on proposals from management, and continued to be satisfied with the quality of the information provided by management and independent advisers where required. The committee took on the additional responsibility for oversight of the Group's balance sheet management (previously performed by the Audit Committee), and this transfer of responsibility was seamless. I would like to thank management for their excellent work as well as the committee members for their hard work. I would also like to wish Tim well as he takes over as Chair of the committee."

Outgoing Chair
Paul Hanratty

Key features of 2022

- Considered and approved:
  - Nigeria Series 2 offer structure and process.
  - Growth opportunities for MTN SA.
  - Launch of fintech strategic investor engagement process.
  - Renewal of tower contracts approaching expiry.
  - Additional spend not previously approved as part of business planning process.
  - Medium-term funding plan.
- Provided oversight of:
  - The Company's funding plan and capital allocation framework.
  - Closing and transition of towers disposal.
  - Middle East market exit process.
  - Regulatory requirement for an Irancell initial public offering (IPO).
  - Various market consolidation opportunities.
  - Structural separation process.
- Ensured all the opportunities considered followed strict financial criteria and risk assessment in line with our disciplined capital allocation framework.
- Made significant progress on planned exit from Afghanistan.

Key focus areas for 2023

- Remain committed to our disciplined capital allocation framework.
- Consider selective Mergers and acquisitions (M&A) and business development opportunities, aligned to our investment case as well as strict risk and financial criteria.
- Review and approve the Group funding plan.
- Oversee:
  - The setup of the Group Fintech holding company and its work to secure strategic partners to support the accelerated growth of the business.
  - The planned Series 2 public offer of shares in MTN Nigeria, should market conditions be conducive.
  - The case for new market expansion opportunities.
  - Further Opco licence renewals.

Mandate: The committee was constituted to assess all investment cases against a predetermined set of criteria to ensure the viability and feasibility of the investment. The focus is on assessing the cost benefit analysis, considering key risks and the short and long-term environmental and socioeconomic impacts, ensuring the necessary mitigation controls are implemented. This includes requirements for capital expenditure, funding strategies and M&A activities.

Incoming Chair
Tim Pennington

Members	Attendance at applicable meetings
Paul Hanratty (Outgoing Chair)	5/7
Sindi Mabaso-Koyana	7/7
Nosipho Molope	6/7
Tim Pennington^ (Incoming Chair)	4/4
Lamido Sanusi	7/7
Nkululeko Sowazi	7/7

^ Appointed to the committee 1 August 2022.

Our strategic performance dashboard

In 2022 we accelerated the execution of our *Ambition 2025* strategy to shape the MTN of tomorrow.

Our KPIs are used to measure our performance aligned to our four strategic priorities. Although our strategic priority targets are for 2025, executive remuneration is dependent on delivery every year against annual goals towards achieving these 2025 KPIs. For more information, see pages 86 to 129 for the Remuneration Report.

Strategic priorities	Objectives	How we measure success – *Ambition 2025*	Performance 2021	Performance 2022	
Build the largest and most valuable platforms	Pivot from 'product' to 'platform' play	>20% platform revenue to service revenue contribution	9.3%	**8.9%**	pg 60
		100m MoMo users	56.8m	**69.1m**	
		100m ayoba users	11.6m	**21.7m**	
Drive industry-leading connectivity operations	Doubling of consumer mobile data	200m active data users	122m	**137m**	pg 67
	OTH	+10m home broadband users	1.9m	**2.4m**	
	Leading FibreCo in Africa	Fibre footprint >135 000km	~100 000km	**~105 000km**	
	Digital transformation | Step change in efficiencies and service levels	>R5bn of expense savings off 2020 base	R3.7bn	**R2.7bn of savings in 2022, R6.4bn since 2020.**	
Create shared value	Step change in ESG positioning of the Group	Top quartile ESG ratings	Improving	**Improving, refer to page 71**	pg 71
	Broad-based ownership and inclusion across markets	Localisations:			
		– MTN Nigeria (localise 35%)	3.1% sold	**–**	
		– MTN Ghana (localise 30%)	–	**1.2% sold**	
		– MTN Uganda (localise 20%)	13.1% sold	**–**	
		– MTN Rwanda	Listed by introduction	**–**	
		aYo partnership	–	**50% sold**	
	Sentiment shift through stakeholder management efforts	MTN reputation >75%	79.6 %	**79.6%**	
	Continuous growth in contribution to society	Continue to contribute to society	~R115bn	**~R149bn**	
	GHG emissions	~50% average reduction target by 2030 and Net Zero emissions by 2040	~16%	**~13.9%^**	
	Broadband coverage	95% broadband coverage by 2025	~83%	**88%**	
	Diversity and inclusion	50% women representation by 2030	39%	**40%**	
Accelerate portfolio transformation	Execute on ARP and reduction of leverage	ARP proceeds >R25bn	R6.8bn gross proceeds received since March 2020	**R12.0bn gross proceeds in 2022; ~R19bn# since March 2020**	pg 73
	Middle East exit | Selective expansion in SSA	Orderly exit from Middle East	Exited Syria and Yemen	**Signed SPA for sale of MTN Afghanistan for a gross consideration of US$35m~**	
	Reveal and crystallise value of infrastructure assets and platforms	Fintech I FibreCo separation	In progress	**Completed fintech intercompany agreements, implementation in progress to be concluded in 2023. Progressed work on fibreco separation, target substantial completion in 2024.**	

^ Excluding South Africa which was impacted by loadshedding.
 # ARP includes gross proceeds relating to Nigeria preference share redemption (R154m), Content Connect Africa (R9m), Jumia (R2 316m), Zambia localisation (R200m), BICS exit (R1 830m), Uganda localisation (R2 271m), Nigeria IPO (R4 228m), MTN SA Tower sales (R6 364m), Ghana localisation (R708m) and aYo (R680m).
~ Approximately US$25 million on a discounted basis.

Key:
- Achieved annual targets
- In progress

Our strategic performance

Build the largest and most valuable platforms

We are building the largest and most valuable platforms and creating a marketplace that supports cashless and digital economies through affordable, inclusive, understandable and comprehensive financial services. Our platforms – MoMo, digital, Enterprise Services, NaaS and Chenosis – are the drivers of innovation and growth. Some will be structurally separated as they scale within different regulatory domains, unlocking and crystallising shared value for all stakeholders.

Relevant capitals

Natural, Financial, Intellectual, Human, Manufactured, Social

Relevant material matters

MM 1, MM 2, MM 3, MM 4, MM 5, MM 7, MM 8

Fintech

Financial services and e-commerce penetration in Africa remains marginal. We see an opportunity to accelerate digital disruption within financial services, insurance, lending, remittances, payments and e-commerce. With 16 of our markets offering fintech services, we aim to be Africa's leading digital platform, unlocking economic growth through financial and digital solutions for consumers and businesses of all sizes. We are playing a key role in the evolution of MFS to mobile financial platforms (fintech) by offering in-store payments, remittances, prepaid services, mobile wallets, micro-loans and micro-insurance.

Performance in 2022

TOTAL FINTECH TRANSACTIONS AND REVENUE	WALLET	MERCHANT PAYMENT AND E-COMMERCE	REMITTANCES	BANKTECH	INSURTECH (aYo)
13.4bn transaction volume +33.9% YoY	**69.1m** MoMo users +22.6%	**1.5m** active merchants +86.0%	**US$2.2bn** 19.9%*	**US$1.4bn** loan value +111.1%*	**4.3m** active aYo policies -31.7%
US$221.3bn transaction value +15.8%* YoY	**1.3m** MoMo active agents +21.5%	**US$13.8bn** GMV +44.9*	Footprint expanded to **11 markets** Compared to 8 in 2021	**1.9m** unique users +8.0%*	**20.5m** registered customers
Fintech revenue up **14.3%* R17.3bn**		**10.4m** unique active merchants +62.0%			

Strategic partnerships

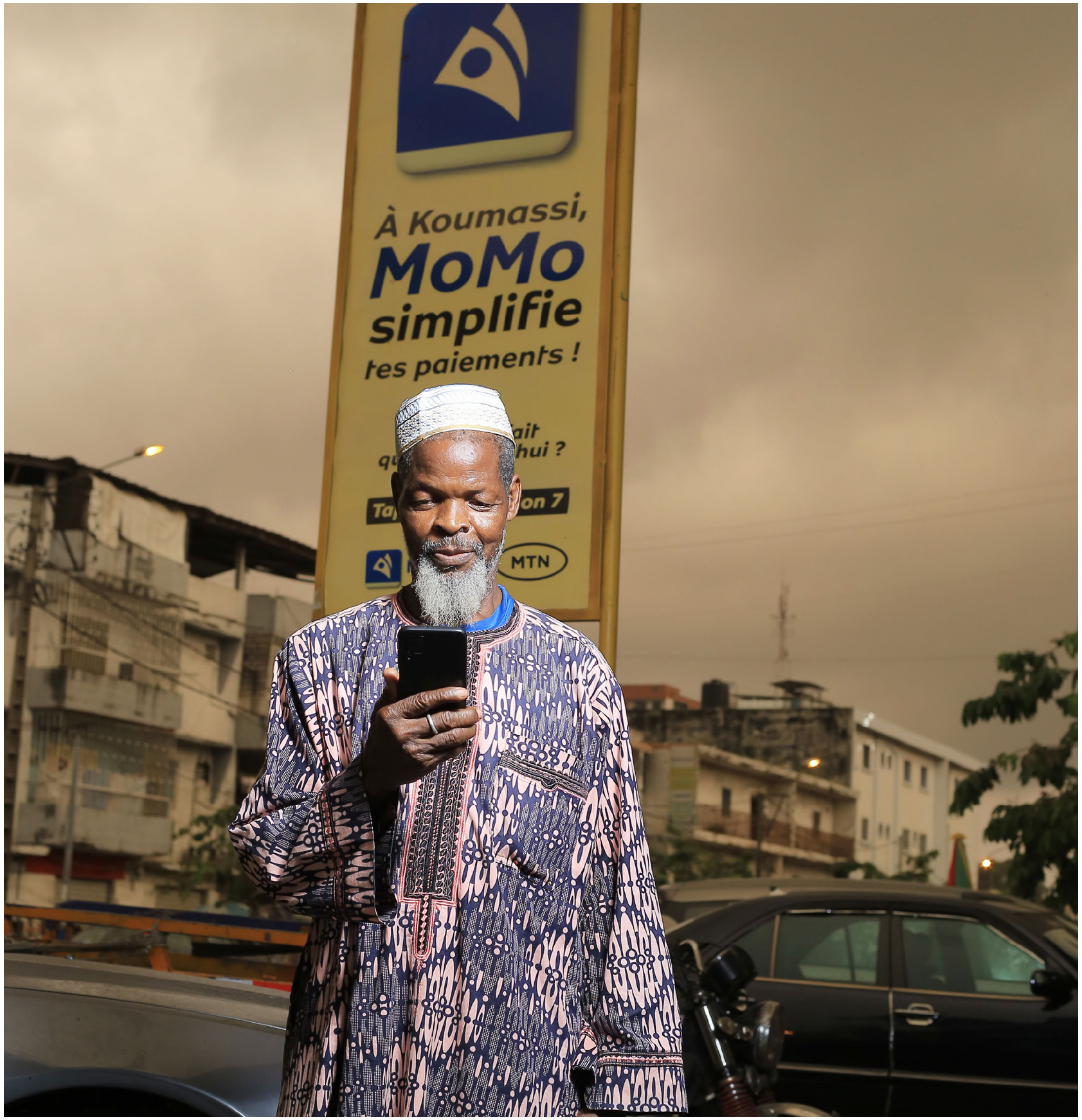
mastercard, VISA, terrapay, thunes, Cellulant, Sanlam, Flutterwave

Our strategic performance

Build the largest and most valuable platforms continued

Fintech continued

Ambition 2025	Performance 2021	Performance in 2022
• 70% GSM base penetration. • Full offering in Nigeria (PSB). • Expand in new markets.	• 46% GSM-based penetration. • MoMo PSB AIP* in Nigeria. • Ready to launch MoMo in Sudan and South Sudan.	• **58% GSM-based penetration.** • **MoMo PSB launched in Nigeria leading to registered MoMo wallets reaching 13.2m.**
• Grow and leverage MTN distribution. • Grow ecosystem and merchant network.	• Distribution transformation. • Rollout of merchant self onboarding.	• **Strong expansion of agent network to 1.3m.** • **Increased payment network to 1.5m businesses actively accepting MoMo as a payment method.**
• Grow advanced services and recurring usages. • Partnership ecosystem growth. • New products launched.	• Advanced services, 15.2% of MoMo revenue transactions. • 155m open API transactions from over 1k partners. • Launched MoMoAdvance.	• **Advanced services, 21.5% of MoMo revenue transactions.** • **338m open API transactions from over 1 600 partners.** • **Established strategic alliance with Sanlam.** • **Successful commercial launch of MomoAdvance in Uganda and piloting in Congo-Brazzaville and Côte d'Ivoire.**



Our strategic performance

Build the largest and most valuable platforms continued

Fintech continued

Performance in 2022

Fintech separation
- Implementation of inter-company agreements largely complete.
- Received offers from potential strategic partners.

MFS launches
- Nigeria – MoMo PSB launched in May 2022.
- Expanded MoMo footprint in South Sudan and re-launched MoMo in Sudan.
- GSMA certification in seven markets, maintaining our lead with the most operations certified as an organisation (Ghana renewal is in progress).

e-commerce
- E-comerce in commercial pilot in Uganda and in staff pilot in Ghana and Côte d'Ivoire.

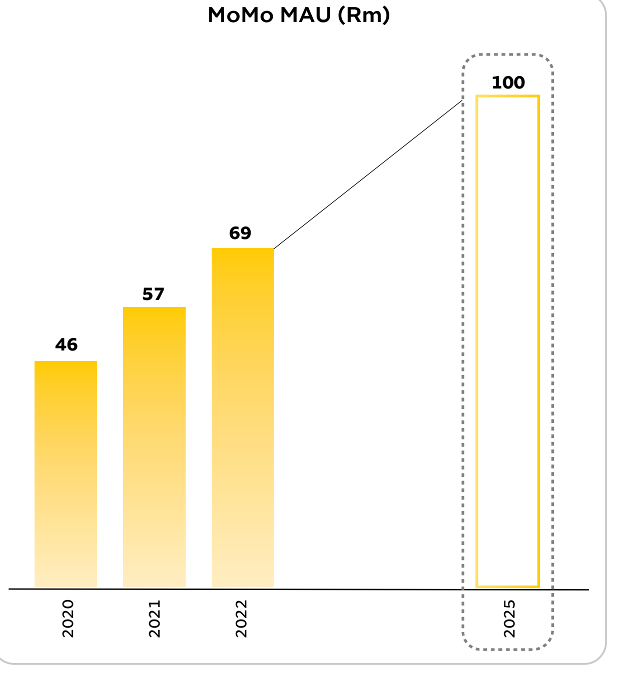
Remittances
- Increased markets from eight to 11 and expanded footprint from 144 remittances corridors to 446.
- Grew market share in key regional corridors.

BankTech
- Completed the commercial launch of MoMoAdvance in Uganda and started piloting the product in Congo-Brazzaville and Côte d'Ivoire.
- MoMoAdvance technology deployment is progressing well. Nigeria first market to deploy Agent Advance.
- Total lending value disbursed through MoMo grew to US$1.4 billion, a 111.1% yoy growth on constant currency.

InsurTech (aYo)
- Strategic alliance with Sanlam in place to accelerate establishment of digital insurance and investment capability across Africa.
- Focus on testing and launching in additional markets.
- MTN SA device insurance transaction with Santam has been approved.

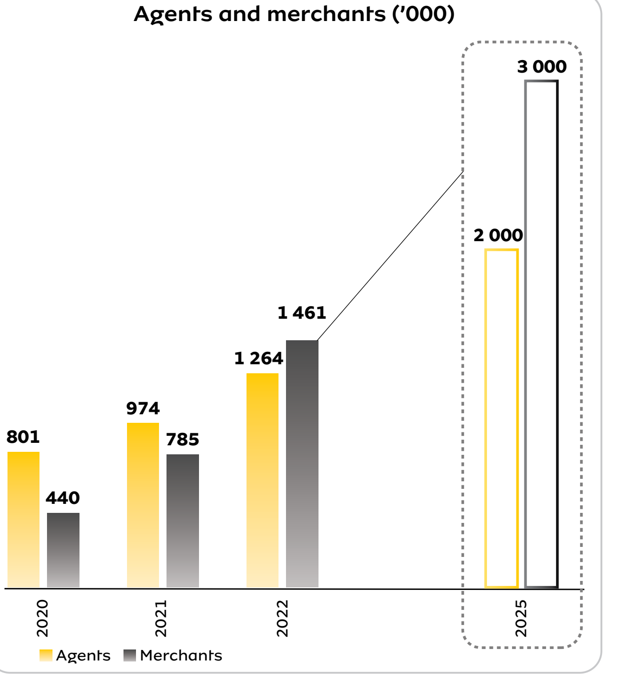
Doing more in 2023 ST

- Commenced cloud migration of main MoMo Platform (Ericsson) and plan to have two Opcos live by end-2023.
- Implementation of new front-end app starting Q2 2023, which will allow us to consolidate and speed up time-to-market.
- Conclude structural separation of fintech business.
- Strategic focus on accelerating active wallet base.
- Increase advanced services revenue contribution.
- Progress platform and cloud migration.
- Conclude strategic minority investment into MTN Group fintech.



Doing more over the medium term MT

- Reach 100 million active MoMo users.
- Grow payment ecosystem and usages and, continue expansion of MoMo within the business segment.
- Continue product and business expansion of Payment, Remittance, Banktech and Insurance business verticals.
- Grow and expand beyond MTN customers and markets.
- Consolidation of Banktech product platforms.
- Revamp and implementation of MoMo-specific IT security posture to mitigate risks.
- Enhance internal DevOps resource base, bringing local and global top talent onboard.



Our strategic performance

Build the largest and most valuable platforms continued

Ayoba, our instant messaging super app, is one of the key channels through which we disseminate our digital services alongside other mediums such as the web. Launched in May 2019, ayoba is globally available with a focus on Africa with updated music, gaming, channels and money transfer services. It aims to break down barriers such as limited access to the internet and digital services, low smartphone penetration, lack of locally relevant content and affordability.

ayoba

21.7m
active monthly users
(2021: 11.6m)

19
live markets
(2021: 17)

23
languages supported
(2021: 23)

220 000
average active monthly micro-app users
(2021: 64 000)

1 312 000
average active monthly channel users
(2021: 910 000^)

605 000
average monthly active gaming users
(2021: 160 000)

^ Restated

Performance in 2022

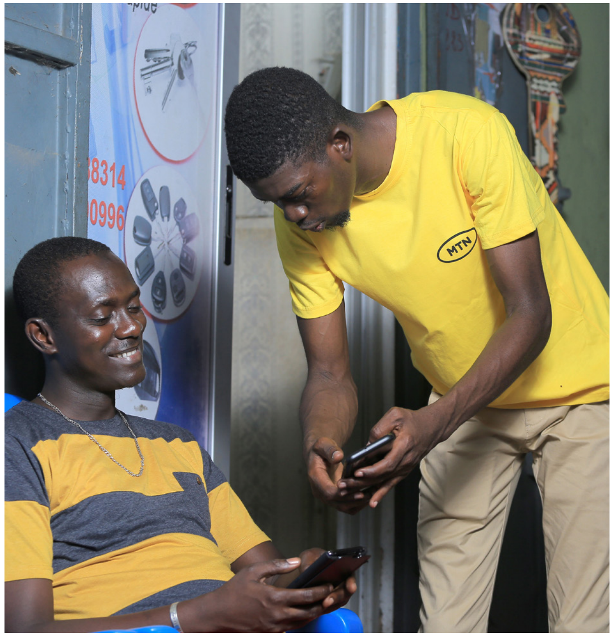
- Mobucks, a single platform for buying MTN advertising inventory for corporate and SME clients, is now live in South Africa, Nigeria, Ghana and Sudan with Q2 launches planned for Zambia, Uganda, Côte d'Ivoire and Cameroon markets.
- Transformation of MTN Play is underway. The marketplace is a mobile-first solution customised for our market needs and centred around the mobile money application, self-service application and Ayoba app as an OTT application. This transformation is aligned to MTN ***Ambition 2025***.
- Introduced 45 new channels in 2022, 36 in English with five in French, two in Arabic, one in Zulu and one in Afrikaans.
- Introduced merchant payments on ayoba for Ghana, Cameroon, Congo and Uganda.
- Concluded merchant payment proof of concept (PoC) in partnership with Tendo in Ghana.
- In the process of completing another merchant PoC in partnership with Spekboom in South Africa.

Doing more in 2023 ST

- Enhance communication suite including messaging, status sharing, voice and video calls.
- Focus on content services.
- Execute market-specific acquisition plans.

Doing more over the medium term MT

- Reach 100m active ayoba users by 2025.



Our strategic performance

Build the largest and most valuable platforms continued

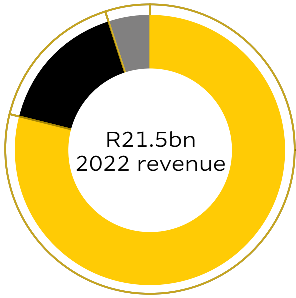
Enterprise services

MTN's Enterprise business strategy, premised on accelerating the uptake of enterprise platforms, is supported by the Group's focus on converged services solutions and platform transformation approach. Our Centre of Excellence (CoE) – established in 2021 – aims to build capabilities (platforms and skills) in converged ICT solutions as we continue to create additional value for our customers by supporting their digital transformation initiatives.

Increased Enterprise revenue by
30.2%* (2021: 13.4%*)
to **R21.5bn**.
- South Africa up 17.5%
- Nigeria up 51.6%*

~50% of 2022
revenue split between SMEs and LEs

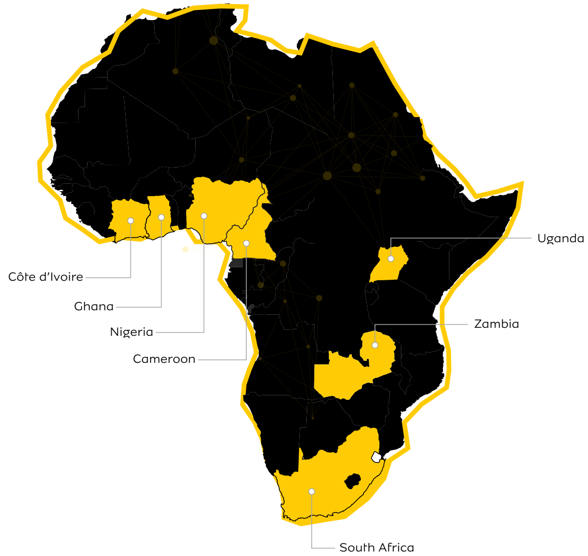
90% of revenue
generated in top seven markets



Revenue contribution by service

Mobility	79%
Fixed mobile network services	16%
Converged	5%

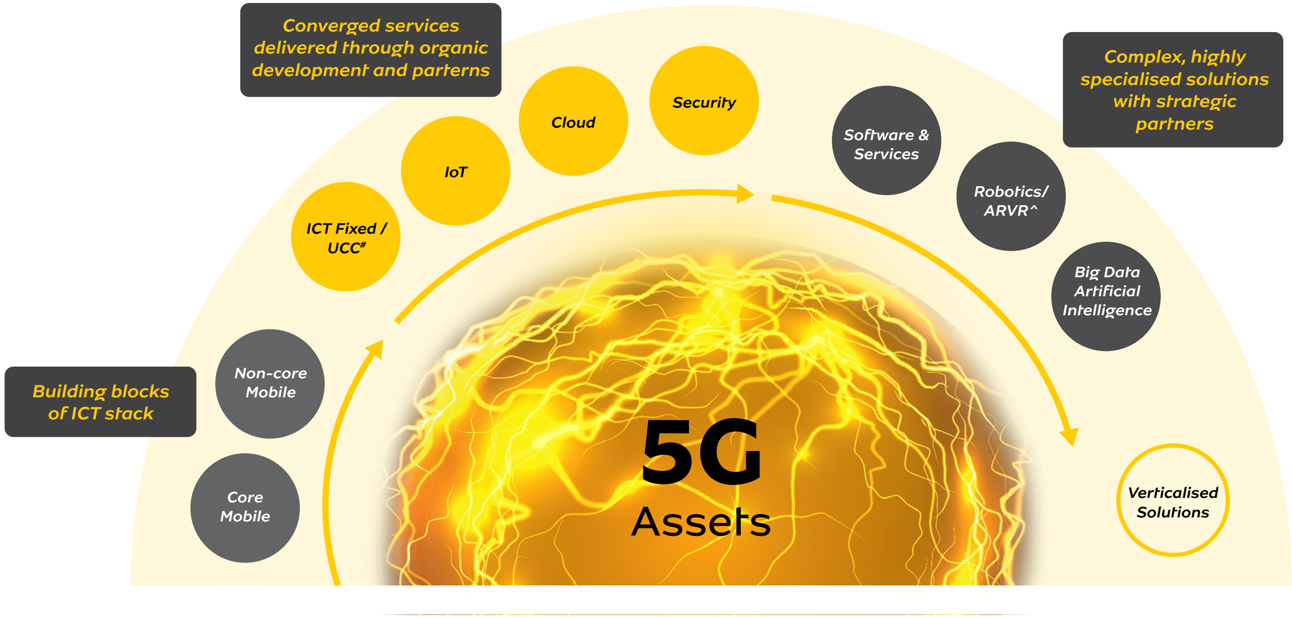
Top seven markets



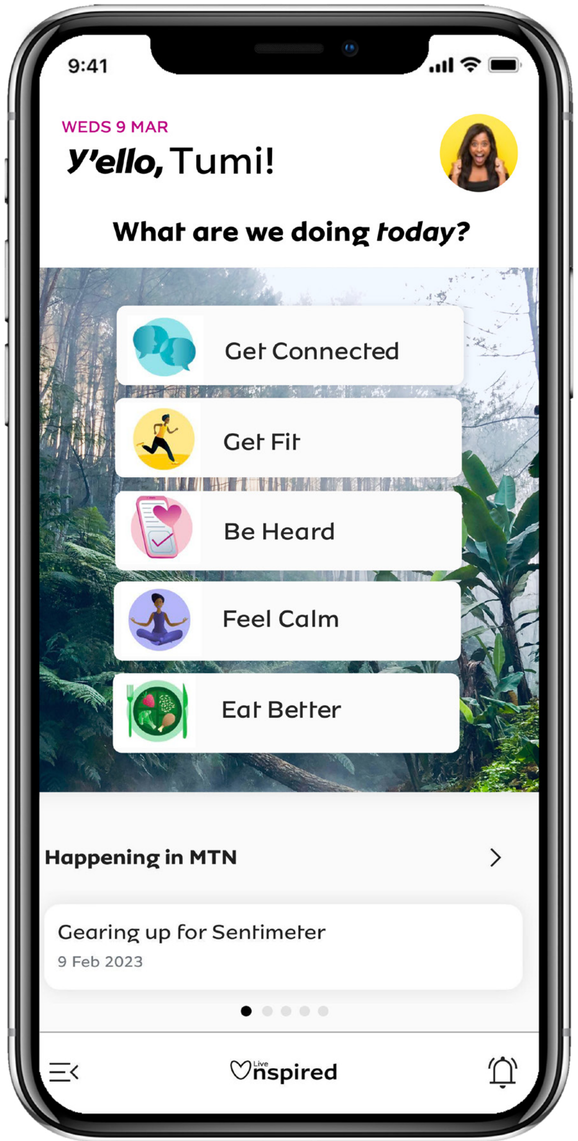
Our strategic performance

Build the largest and most valuable platforms continued

MTN Enterprise has come a long way from its roots as a telco company and is accelerating its shift towards a techco for our customers, acknowledging that complex problems require complex, bespoke solutions, walking hand in hand with our Pan-African partners.



^ Augmented reality/virtual reality
# Unified communications and collaboration



Performance in 2022

- Solid performance in South Africa due to higher data usage from work-from-home solutions and strong data product propositions.
- Significant growth in data and connectivity services across Nigeria, Ghana and Côte d'Ivoire.
- Double-digit growth across large enterprises (LEs) and small and medium-sized enterprises (SMEs).
- Hyperscaler partnership signed with Microsoft.

Doing more over the medium term MT

- Targeting >R30bn in revenue from Enterprise.
- Extend CoE to our top six Opcos.
- Initiate commercial initiatives to accelerate revenue growth in Côte d'Ivoire, Ghana, Cameroon and Uganda.
- Continue to prioritise RT15 (a mobile communication services contract with public sector) customer acquisition and onboarding.
- Leverage enterprise channels and strategic partnerships to cross-sell converged services.

Our strategic performance

Build the largest and most valuable platforms continued

NaaS

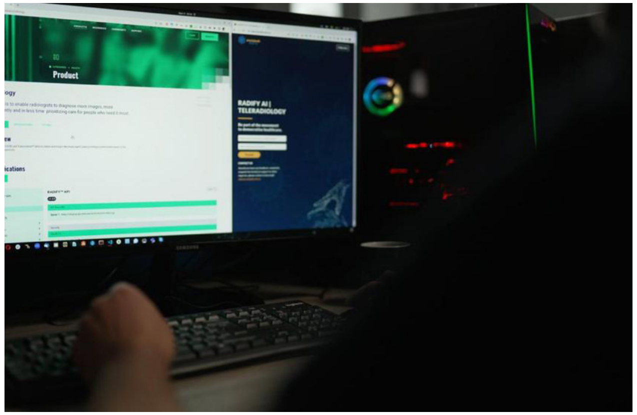
In the long term, market structures in Africa will consolidate around two to three infrastructure-based national networks. In these markets, NaaS will lead to improved network economics for infrastructure deployment and operating costs, support regulators' objectives, allow access to limited resources such as spectrum, support technology evolution such as 5G and similarly open new wholesale revenue streams. NaaS will be to the benefit of both marginal and market leaders. MTN South Africa is leading the revenue pool in so far as national roaming is concerned with other operating countries gearing up.

Performance in 2022

- Reached our medium-term target of R7.0bn in revenue.
- Recognised R2.7bn in revenue from national roaming agreement with Cell C in South Africa.
- Continued to steadily scale Telkom roaming deal in South Africa.
- Implemented national roaming in Cameroon and Ghana with the traffic carried on MTN's network increasing month on month.
- Active radio access network (RAN) sharing on 3G implemented in Ghana with 4G active RAN sharing in final technical deployment.

Doing more over the medium term MT

- Exploring other markets for NaaS opportunities at the operating country level and strategic group engagements with other MNOs, these opportunities will come to fruition in 2023.
- Support regulators' objectives of increasing coverage on roads and rural areas jointly with other MNOs in the markets we are operating.
- Pursue NaaS opportunities as mitigation to unfavourable economic conditions ensuring capex and operating efficiencies.
- Spectral efficiencies and access to spectrum in some of our markets will remain a focus for NaaS.
- Intend to build out NaaS further than national and active RAN sharing into passive and transmission opportunities and other platforms.



Chenosis – Developer accelerator platform

Chenosis is Africa's first cross-industry developer accelerator platform serving developers across start-ups, SMEs, enterprises and the public sector. We provide a single platform to create, publish, discover and subscribe to APIs from across the continent and will evolve to offer many additional capabilities.

Performance in 2022

Onboarded innovative, ambitious leadership team	Generated initial revenue with global aggregator partners
Delivered multiple minimal viable products: Biometrics, eHealth, secure signature, fraud mitigation	Focused on gender equality – with 50%+ female talent base

Doing more over the medium term MT

- Scale the API catalogue – MTN APIs as well as those from third parties.
- Onboard new platforms which allow developers to build better code – faster and cheaper.
- Drive multi-segment, multi geo-awareness campaigns to educate, excite and enable the market.
- Support developer communities across Africa to scale contribution to the global software engineering domain.
- Scale revenue across all product/platform lines in line with latent market demand.

Our strategic performance

Drive industry-leading connectivity operations

In our connectivity business, we are focused on protecting the voice segment through integrated bundle offerings; doubling consumer mobile data; owning the home; being the leading FibreCo in Africa; and achieving a step change in efficiencies and service levels. We aim to provide increased access through reducing the cost to communicate and advancing digital inclusion.

Relevant capitals

Natural, Financial, Human, Manufactured, Social

Relevant material matters

MM 1, MM 2, MM 3, MM 4, MM 5, MM 7

We drove industry-leading connectivity operations with:

+12.3% **to 137m** active data users

2.4m homes connected

R2.7bn in expense efficiencies

Expanded our fibre footprint to include **~105 157km** proprietary-owned fibre

+4.2%* voice revenue to **R84.8bn**

+32.2%* data revenue to **R72.5bn**

+3.0% voice traffic

Voice

While the structural shift to increasing demand for data continues, voice remains a significant contributor to overall Group revenue and continues to provide a lifeline to customers where coverage gaps prevent the use of data-enabled services. At MTN, we believe everyone deserves the benefits of a modern connected life and therefore we continue to invest in network quality and enhanced CVM initiatives.

Performance in 2022

- Continue to drive voice segment growth through CVM initiatives and segmented customer propositions.
- Continued rollout of Buzz service across Group footprint to accelerate voice revenues through voice usage stimulation.
- Close monitoring of voice pricing initiatives both above the line and below the line to ensure stability of voice effective rates across our footprint.
- Manage voice substitution risk by accelerating integrated bundle penetration across our base (2022: 17.9%, 2021: 14.0%).

Doing more over the medium term MT

- Continue to execute the USME strategy across our markets.
- Assess and select the most viable innovation opportunities to focus on unlocking voice elasticity.
- Leverage our position and our infrastructure to provide an unprecedented voice experience for our customers.

Our strategic performance

Drive industry-leading connectivity operations continued

Doubling of data

Data is the single largest structural growth opportunity in the next five years and the biggest source of revenue for MTN by 2025. Our data-driven approach and network modernisation has enabled strong subscriber growth and higher data usage.

C – Coverage
Ensure sufficient and affordable coverage in rural and low-income areas.

H – Handsets
Increase affordability and access to data-enabled devices.

A – Affordability
Increasing data service affordability.

S – Service bundling
Create service offerings that are relevant, simple and meaningful to customers.

E – Education and ease of access
Enhance digital literacy and ease with which data can be accessed.

Performance in 2022

Site rollout
- 3G: 3 498 (2021: 3 566)
- 4G: 7 993 (2021: 9 158)
- 5G: 1 570 (2021: 852)

Increased coverage
- 3G +9 million people
- 4G +45 million people
- 5G +45 million people

Population coverage (%)
- 2G = 91.86%
- 3G = 86.30%
- 4G = 73.98%
- 5G = MTN SA 21.50% and MTN Nigeria 3.20%

Smartphone penetration
- Group: 165 million (58.0% penetration)
- SA: (79.6% penetration)
- Nigeria: (52.4% penetration)
- Ghana: (48.1% penetration)
- Offered device financing in Ghana, Nigeria, Uganda, and Rwanda in various partnerships.

Reducing costs of communication
- Reduced effective data tariff by 22.7%.
- 16 of our markets are within the UN recommended affordability range within the UN's affordable internet usage target, with price of 1GB of mobile broadband data costing 2% or less of gross national income per capita.

Data usage
- 18.0% increase in data usage (to 7.5GB per user per month).
- Competitive integrated voice and data-centric plans.
- Optimising free traffic in voice and data bundles.

Education
- Educated over 20 million (2021: 24 million) people on digital literacy.
- Extended MTN Data-Smart programme to 13 markets.

Doing more over the medium term MT

- **Reach 200 million active data subscribers.**
- **Grow data to contribute 50% to MTN Group's total revenue.**
- **Accelerate CHASE framework to support transition from voice to data and close the data usage gap to reach broadband population coverage of:**

95%

Our strategic performance

Drive industry-leading connectivity operations continued

Own the Home

OTH ambition has garnered momentum as we continued to leverage the home segment in pursuit of incremental data growth. Key markets in the group have deployed a flexible technology strategy of mobile broadband, 5G fixed wireless access, air fibre and fixed fibre as telecommunications access to home becomes a key pillar of our customers' end-to-end experience.

Performance in 2022

~664 000 incremental subscribers were added to the base – **reached 2.36m** MTN home subscribers.

- In Nigeria, new demand for FWA/FTTH peaked at **~65 000** in Q4 2022.
- Data consumption per home in Nigeria exceeded **300GB** for FTTH and **~75GB** for FWA.
- MTN Nigeria boosted FWA portfolio, through enhanced sales channels and sales force expansion.
- MTN SA, through MTN SA Residential and Supersonic delivered encouraging progress on FWA and FTTH.
- ARPU increased **3%.**
- Mobile broadband and fixed wireless drove growth and we strategically deployed fixed wireless to achieve a balanced portfolio.

Doing more over the medium term MT

- Be a strong force in the home segment and accelerate data connectivity and capture growing customer data demand.
- We have expanded the focus in our OTH ambition beyond basic connectivity and will provide customers with next generation video services, home automation and security services.
- Achieve 10m broadband subscribers of the 30m addressable homes by leveraging technology informed by customer portfolio, lifestyle and requirements.

Leading FibreCo in Africa

MTN GC, with subsidiaries in five African countries, made further progress to drive our FibreCo ambitions and continued to scale its fixed connectivity and wholesale mobility services.

The fixed connectivity business offers access to 15 submarine cables and operates fibre networks in Africa. Wholesale mobility includes signalling, voice and messaging Y'ello Connect hubs, roaming and value-added services such as cloud numbering, detection and authentication.

Performance in 2022

Signed fixed external infrastructure deals valued at **US$90.8m.**

External revenue grew by 19.3% YoY to **US$344.4m.**

We rolled out over **~5 175km** of new fibre, bringing our total inventory to approximately **105 157km** of proprietary fibre.

Invested significantly in subsea cable systems such as 2Africa, Google Equiano and ACEMTN.

Launched 4G roaming services, including Voice over LTE (VoLTE) between MTN GC and AT&T Inc in the USA.

Formed a strategic pan-African connectivity partnership with Microsoft.

Partnered with Google for fibre spectrum on the Equiano cable system.

Doing more over the medium term MT

- Rollout a total of 135 000km of proprietary fibre by 2025, generating up to US$1bn of revenue.
- Entrench MTN as #1 African fibre player by building subsea scalable capacity and resilience.

Our strategic performance

Drive industry-leading connectivity operations continued

Step change in efficiencies and service levels

We are committed to achieving >R5 billion in expense efficiencies and have exceeded our target through our disciplined execution of the EEP.

Performance in 2022

We realised **R2.7bn** of efficiencies in 2022, with the largest savings recorded by MTN SA, MTN Nigeria and MTN Cameroon.

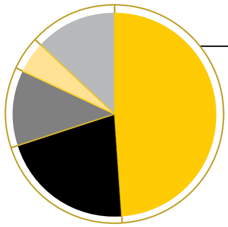
Expense efficiencies were anchored largely in network and sales and distributions savings.

Other key areas include interconnect and roaming, sales and efficiency, general admin and trading goods.

We have now achieved cumulative expense efficiencies of **R6.4bn** since the baseline year of 2020.

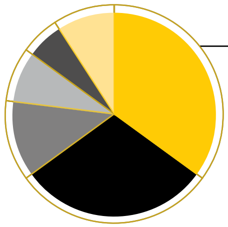
Doing more over the medium term MT

- Pursue further expense efficiency unlock in order to safeguard against macroeconomic volatility.
- Work with hyperscalers to move more than 80% of our network and IT workloads to the cloud over time. This will drive efficiencies to support improved returns.



Savings realised by category

Mobile network	49%
Sales and distribution	21%
IT	12%
Finance	5%
Other	13%



Savings realised by region

South Africa	35%
Nigeria	30%
Sudan	12%
Cameroon	8%
Côte d'Ivoire	6%
Other	9%

Our strategic performance

Create shared value

Creating shared value is integral to the sustainability of our business and our markets. MTN's *Ambition 2025* strategy is premised on our belief that we have a genuine opportunity to play a positive and meaningful role in creating a sustainable and inclusive world. In 2022, we advanced our strategic priority to create shared value, with ESG at the core.

We have developed a holistic set of metrics that reflect our targets for improved ESG performance across four sustainability pillars. The KPIs arising from our sustainability strategy framework are embedded in business planning and reporting structures. The ESG KPIs cascade from our Group President and CEO to all management and were included in the short-term incentive short-term incentive (STI) scheme allocations in 2022, which were based on incremental progress towards our targets.

Read more about how we create shared value in our SR

Relevant capitals

Natural
Financial
Human
Social

Relevant material matters

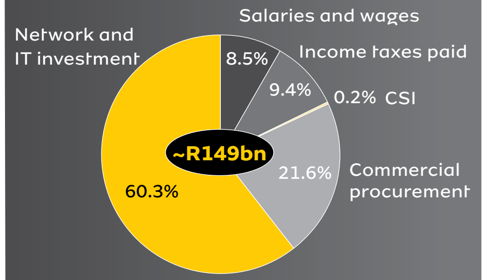
MM 1, MM 2, MM 3, MM 4, MM 5, MM 7

Performance in 2022

Pillar	Metric	Target	Achieved
Eco-responsibility *We are committed to protecting our planet and achieving Net Zero emissions by 2040*	• Project Zero: Achieve Net Zero emissions by 2040^.	3.5%	13.9%Δ
	• Water and waste management – Baseline assessment.	50% of Opcos	70%
Sustainable societies *We are committed to driving digital and financial inclusion and a diverse society*	• Cost to communicate: Reduce entry bundle to 1GB bundle price ratio.	14 Opcos	14
	• Broadband coverage: Achieve 95% by 2025^.	85.6%	87.8%
	• Diversity and inclusion: 50% women in overall workforce by 2030^.	40%	40%
Sound governance *We are committed partners to stakeholders to create and protect value*	• Reputation Index Survey: Achieve 75% score.	75%	79.6%
	• Digital Human Rights: Exceed Ranking Digital Rights Corporate Accountability Index Score.	24	34

Economic value added

"We are committed to boosting inclusive economic growth on the continent"



Δ Excluding South Africa, which was impacted by loadshedding.
^ Linked to executive long-term incentives long-term incentive (LTIs).

Our strategic performance

Create shared value continued

Our ESG positioning

As part of ***Ambition 2025***, we centred our sustainability brand positioning on asking: 'What are we doing today?' This positioning emphasises our commitment to taking proactive measures to address environmental and social issues in the present, rather than waiting until the future to take action.

Our 2022 ESG ratings

Ratings agency	Changes on prior year
Sustainalytics	**Improved from 27.7 to 26.2 'Medium risk' band – a 1.5-point improvement.** Our goal for the year was to move towards the lower end of medium with a target of 26.5, which has been achieved and is a step in the right direction. • MTN has experienced an improvement across six out of the eight key areas, with the greatest improvement in the areas of data privacy and security and carbon management. • Human rights, and bribery and corruption are the two areas that are impacting MTN's rating and continues to impact MTN's overall score especially due to the significant weighting.
S&P Global ESG rating	**Improved by three points with a score of 47 in 2022, compared to 44 in 2021 and 30 in 2020.** The industry average is 34 and MTN exceeds industry average by 14 points*. • MTN has improved its risk management plans such as reducing operations in sanctioned countries, increased gender diversity within the Exco, plus a remuneration disclosure plan that links pay incentives to employee ESG performance.
Morgan Stanley Capital International (MSCI)	**Upgraded to AA from A** • MSCI notes an improvement on data privacy disclosure, notably system security audits and security awareness programmes for all employees; this drives the rating upgrade. • MTN leads most global peers in corporate governance. Its Board features an independent majority and split roles for the CEO and Chairman.

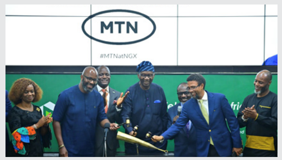
** Industry average includes global telecommunications companies.*

Doing more over the medium term MT

Net Zero emissions
- Reduce carbon emissions by 50% (off a 2019 base) by 2030 (scope 1, 2 and 3) and achieve Net Zero emissions by 2040.
- Ensure key circular economy principles are embedded across the organisation.

Diversity and inclusion
- Accelerate diversity and inclusion, targeting 50% women representation in the workforce, and among executives and directors across our operations by 2030.
- Recognise, transparently declare and consciously reduce gender pay gaps that exist in our organisation.

Broadband coverage
- Reach total broadband coverage of 95% (including rural areas) by 2025.



Localisation
- Target localisations of 35%, 30% and 20% in MTN Nigeria, MTN Ghana and MTN Uganda, respectively.

Our strategic performance

Accelerate portfolio transformation

There are three elements in our work to accelerate portfolio transformation. The first is executing on the ARP and deleveraging the balance sheet. The second is to continue to exit the Middle East in an orderly fashion, allowing us to simplify the business. The third is to reveal the value in fintech and the fibre infrastructure assets over the medium term.

Relevant capitals

Financial | Intellectual | Social

Relevant material matters

MM 1, MM 2, MM 3, MM 4, MM 6, MM 7, MM 8

Broadened local participation by: **Nigeria IPO – R4.2bn.** Ghana further **localisation (23.7%) – R708m.**

Reduced Holdco leverage to **0.8x.**

Sold **50%** stake in aYo for **R735m.**

Received **R6.4bn** gross proceeds from the **South Africa tower transaction.**

ARP and deleveraging

Launched in March 2019 and enhanced in March 2020, our ARP targets realisations of >R25 billion in gross proceeds over the medium term. It aims to reduce debt, simplify our portfolio, reduce risk and improve returns. In 2022, we have received gross proceeds of R12.0 billion. Since March 2020, we have secured R18.8 billion in proceeds.

We maintained the good momentum in faster deleveraging our balance sheet, with the consolidated net debt-to-EBITDA ratio improving to 0.3x (December 2021: 0.4x) and the Holdco leverage improving to 0.8x (December 2021: 1.0x). This was supported by the upstreaming of R17.1 billion in cash from our operating companies (including R6.5 billion from Nigeria and R4.0 billion from South Africa), as well as debt repayments.

Performance in 2022

In March 2022, the Competition Commission approved with conditions **MTN South Africa's passive tower infrastructure transaction** with IHS Towers which included the sale and leaseback of 5 713 towers and their associated business operations. We received net proceeds of R5.2bn.

MTN holds just over 85 million ordinary shares, representing 26%, of IHS Towers. On 30 December 2022, IHS closed at US$6.15/share – a level we believe materially undervalues the business. We continue to explore opportunities to unlock value in IHS at more attractive valuations.

Our strategic performance

Accelerate portfolio transformation continued

Portfolio transformation

Performance in 2022

In line with our pan-Africa focus (and following our exit from Syria and Yemen), we announced, in June 2022, that we received a binding offer for a gross consideration of US$35 million, for our shares in MTN Afghanistan. We have subsequently signed the SPA with MINT Trading Middle East Limited – a 100%-owned subsidiary of M1 – and the transaction, which is subject to conditions precedent and regulatory approvals, is anticipated to conclude in H2 2023.

Separation: fintech and fibre infrastructure

Performance in 2022

Our work to structurally separate the fintech business from the GSM business is broadly on track and the implementation of inter-company agreements is now largely complete.

We have now received offers for minority investments into the MTN Group fintech structure from potential strategic partners that have the skill and capabilities to support the acceleration of the platform. The review of these offers and engagement with potential partners is underway.

The structural separation of the fibre business is also underway and is targeted for completion in 2024.

Doing more over the medium term MT

ARP

- Oversee IHS sell down when market conditions are conducive (value of R8.9bn).
- Broaden the local shareholder base in MTN Nigeria – aiming to hold 65% over time.
- Further localise MTN Ghana, targeting another 6.3% to achieve a 30% localisation outcome.
- Sell down a further 7% of MTN Uganda.

Portfolio transformation

- Conclude sale of MTN Afghanistan.
- Explore M&A opportunities in line with the capital allocation framework.
- Complete the review of offers for minority investments into the MTN Group fintech structure and the engagement with potential partners in the fourth quarter of 2023.

Structural separation

- Conclude structural separation of the fintech business and partnership agreement.
- Complete separation of fibre infrastructure businesses in 2024.

Directors Affairs and Governance Committee Chair's review

"Our aim in 2022 was to identify suitable directors to ensure that the Company has a future-fit Board with sufficient experience and skills to deal with shifting risks and opportunities, as well as our growth trajectory."

Chairman
Mcebisi Jonas

Key features of 2022

- Reviewed and approved the resolutions to be presented to the shareholders at the AGM and recommended them for approval by the Board.
- Evaluated the performance of the Group President and CEO.
- Reviewed and evaluated the independence, performance and suitability of the directors to be presented for re-election and recommended the directors for approval by the Board.
- Reviewed the competence and suitability of the Group Secretariat to hold office.
- Reviewed and approved the structure and composition of Board committees for 2022, making the necessary changes where required.
- Identified and approved the Group's prescribed officers for 2023.
- Reviewed the Group operating model and made recommendations to management.
- Considered the current status of governance of the Group and its subsidiaries and reviewed the outcomes of the governance maturity assessment conducted by an independent service provider on the Group and the operating companies.
- Provided oversight on the succession planning process for the CEO and other key Group executives.
- Reviewed the key insights and concerns arising from the governance roadshows in respect of matters on Board effectiveness, diversity and succession.

Key focus areas for 2023

- Oversee the finalisation of the Group operating model.
- Progress the Board evolution and identification of suitable Board members.
- Monitor and drive the progress of the ESG imperatives, specifically as they relate to the governance-related imperatives.
- Continue to monitor and provide oversight on the entrenchment of governance practices across the Group.
- Continue to monitor the succession planning process in respect of the Group President and CEO, CFO and Group Company Secretary.
- Review and address concerns arising from the governance roadshows.
- Approve the performance of an external board evaluation.

Members	Meetings
Mcebisi Jonas (Chairman)	4/4
Khotso Mokhele (LID^)	4/4
Nkululeko Sowazi	4/4
Swazi Tshabalala	1/2
Vincent Rague	4/4

^ Lead independent director

Mandate:

Governance
The committee assists the Board with discharging the corporate governance oversight and acts as a sounding board on governance practices. It provides an oversight on the effectiveness of governance processes and systems ensuring that these are appropriately implemented in accordance with relevant legislation, codes and governance policies.

Directors affairs
The committee also assists the Board to ensure that the Board has the appropriate composition of skills to execute its duties effectively; the directors are appointed through a transparent and formal process that is free from undue influence; and the induction and ongoing training and development of directors take place to align with the Company's strategy and changing environment.

Governance in support of value creation

MTN is dedicated to maintaining high standards of business ethics and professionalism. Corporate governance is the cornerstone of our operations, ensuring that we act responsibly and with transparency.

We deliver on our purpose and strategy and ensure the relevance and sustainability of our business by monitoring the environment in which we operate; our stakeholders; the availability of appropriate capital inputs and our impact on these; and always aim to maximise positive outcomes and minimise instances in which value is eroded. Our governance processes safeguard our business and ensure that we are sustainable and that we create and preserve value for ourselves and our stakeholders.

Our governance philosophy, framework and ecosystem

To remain in line with best practice in the dynamic environment in which we operate, we continually evaluate our governance architecture and philosophy. This helps ensure that we adopt best practice international governance standards and policies.

We embrace the fundamental components of good governance, which include accountability, transparency, sound policies, stakeholder participation and ethical leadership. Our governance ecosystem serves as a foundation for our ***Ambition 2025***.

The Board is dedicated to ensuring an unequivocal tone from the top by all directors and management, anchored in the principles of good corporate governance.

We detail MTN's application of the King IV principles in our King IV Assessment Report, which is available on our website.

Evolving governance landscape

In recent years, MTN has had to reconsider its governance framework and landscape. This was to take account of changes in the Group operating model; our growth ambitions in the fintech environment; and the regulatory requirements related to the listing on local stock exchanges of four of our subsidiary operations.

As a result, we embarked on a process to assess the maturity of governance at Group and Opco level. The objective of the maturity assessment was to identify gaps and opportunities for improvement and to establish structures and mechanisms in terms of which the Group and its subsidiaries would govern, elevating MTN's governance and effectiveness.

Our Group Company Secretary function collaborated with the Group Internal Audit and Forensic Services (GIAFS) function on this initiative across the Group. Simultaneously, GIAFS was carrying out an assessment of internal controls for governance. This meant there was a significant potential to use the outputs of both activities in reaching the outcomes.

To maintain independence, we retained an external consulting firm to lead the maturity assessment and provide direction on remedial actions following the outcomes of the assessment. A summary of the assessment is set out in the King IV™ Report on our website.

In 2022, we modified our governance pillars to better reflect two important aspects: technology governance and sustainability.

Governance in support of value creation continued

Committee mandates and membership

The committees are constituted to be able to carry out their duties.

Annually, we review each committee's terms of reference to consider prevailing governance trends, international standards and best practices. Towards the end of 2022, as part of our ongoing efforts to elevate the Board's performance, we assessed the membership of the committees, considering the skills and knowledge required by each, as well as the need for the cross-pollination of information across all committees.

Following this evaluation, the Board approved a few membership changes for certain committees. The changes were implemented in the first quarter of 2023 and reflect the committees' updated mandates, the Company's maturation, as well as the Board's evolution.

The Board is satisfied that the committees effectively executed their obligations in 2022.

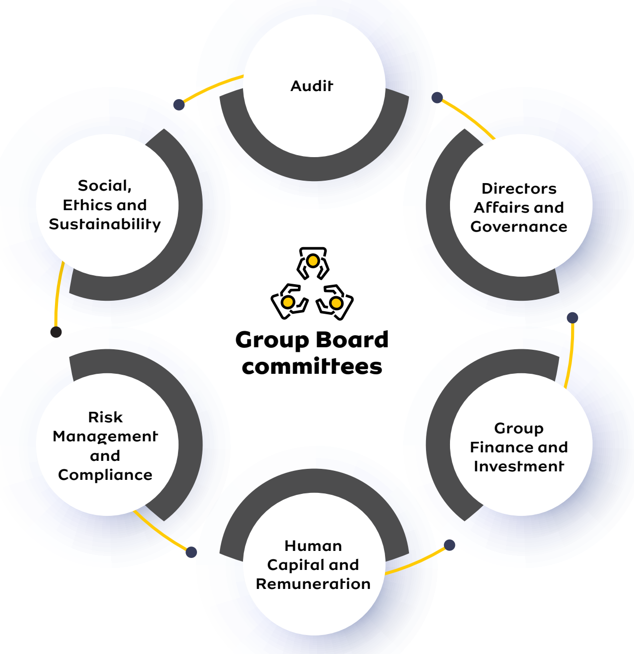
For meeting membership and attendance, see pages 29, 35, 57, 58, 75 and 90.

A refreshed decision-making framework

In 2022, we approved a refreshed decision-making framework. We conducted a detailed review of how key decisions are made; following the assessment we revised the delegation to management.

Our governance structure

The Board delegates its authority to committees with the mandate to deal with relevant governance issues and report to the Board on a quarterly basis. Each committee operates under terms of reference which set out roles and responsibilities, composition and scope of authority.



Group Exco and its subcommittees

The Group Exco facilitates the effective control of MTN's operational activities in terms of the authority delegated by the Board through the Group President and CEO. The Group Exco is responsible for recommendations to the Board on the Group's key decisions including policies and strategy, and is also responsible for monitoring implementation.

In early 2023, following a robust review of the effectiveness of Group Exco, a more agile and efficient governance structure was approved as part of enhancing decision-making processes. We will provide details of the new Exco governance structure in the 2023 Integrated Report.

The case for change

The new decision-making framework was necessitated by the need to:

- Re-imagine decision making to improve speed and quality, moving from a culture of consensus to one of informed trust in decision making yet aligned with MTN's risk appetite.
- Improve transparency and enhance accountability through one simple, easy-to-understand yet robust and consistent framework that is aligned with industry-leading practices.
- Develop a decision-making framework that addresses the needs of platform businesses (before and after they meet the Board-approved conditions of separation) as well as Opcos.
- Ensure the 10 Board-approved guiding principles are embedded in the delegation of authority (DoA) design.
- Enable the alignment of DoA frameworks at varying levels across the Group (Group Board, Group Management, Platform and Opco).
- Establish a thoughtful methodology for setting materiality thresholds along with a cadence for threshold refresh.

Governance in support of value creation continued

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 strategy. For detailed profiles of our Board of Directors please refer to our website.

Mcebisi Jonas
(Born 1960)
Chairman
Independent non-executive director
BA HDE
Attendance: **7/7^ | 3/3°**

Dr Khotso Mokhele
(Born 1954)
Lead independent non-executive director
BSc (Agriculture), MSc (Food Science), PhD (Microbiology) and honorary doctorates
Attendance: **7/7^ | 3/3°**

Noluthando Gosa
(Born 1963)
Independent non-executive director BA Communications (Hons); MBA; Postgraduate certificate in Business Admin, International Certificate in Telecommunications Regulation
Attendance: **7/7^ | 3/3°**

Paul Hanratty
(Born 1961) *Irish*
Independent non-executive director
BBusSc (Hons), Fellow of Institute of Actuaries, Advanced Management Programme (Harvard)
Attendance: **6/7^ | 1/3°**

Shaygan Kheradpir
(Born 1960) *American*
Independent non-executive director
BA, Masters and PhD Electrical Engineering (Cornell)
Attendance: **7/7^ | 3/3°**

Nicky Newton-King[#]
(Born 1966)
Independent non-executive director
LLB, LLM, LLD (Honoris Causa)
Attendance: **0/0^ | 0/0°**

Sindi Mabaso-Koyana
(Born 1969)
Independent non-executive director
BCom (Hons) (Accounting), CA(SA)
Attendance: **7/7^ | 3/3°**

Nosipho Molope
(Born 1964)
Independent non-executive director
BSc, BAccSc with a CTA, CA(SA)
Attendance: **7/7^ | 3/3°**

Stan Miller
(Born 1958) *Belgian*
Independent non-executive director
IntDip, Diploma in Law, Administration, Proteus Leadership Programmes, Private Equity Programmes
Attendance: **7/7^ | 3/3°**

Tim Pennington[†]
(Born 1960)
Independent non-executive director
BA (Hons) Economics and Social Studies
Attendance: **3/3^ | 2/2°**

Vincent Rague
(Born 1958) *Kenyan*
Independent non-executive director
BA (Hons) (Economics/Statistics), Executive development programmes at Harvard and IMD MBA
Attendance: **7/7^ | 2/3°**

Lamido Sanusi
(Born 1961) *Nigerian*
Independent non-executive director
Bachelor's degrees in Economics and Islamic Law
Attendance: **7/7^ | 3/3°**

Nkululeko Sowazi
(Born 1963)
Independent non-executive director
Master's degree (UCLA)
Attendance: **7/7^ | 2/3°**

Ralph Mupita
(Born 1972)
Group President and CEO
BScEng (Hons), MBA, GMP (Harvard)
Attendance: **7/7^ | 3/3°**

Tsholofelo Molefe
(Born 1968)
Group Chief Financial Officer
BCompt (Hons), CTA, BA (Hons) Accounting and Finance, CA(SA)
Attendance: **7/7^ | 3/3°**

^ Scheduled Board meetings.
° Special Board meetings.
 # Appointed 1 January 2023.
† Appointed 1 August 2022.

Governance in support of value creation continued

Board composition that is fit for purpose

Our Board comprises a suitable balance of knowledge, skills, experience, diversity and independence to carry out its responsibilities objectively and effectively.

Ethical and effective leadership

The Board understands that directors should individually and collectively exercise their fiduciary duties ethically and in good faith and assume collective responsibility for steering the Company and setting its strategic direction.

The Board has a policy evidencing a balance of power, with no individuals yielding unfettered power over the Board as a whole.

Independence of directors and role clarity

As required by King IV, the majority of the Board is made up of independent non-executive directors. The Group President and CEO is responsible for the day-to-day operations, while the Board is chaired by an independent Chairman, Mcebisi Jonas; his role is distinct from that of the Group President and CEO as he serves in an oversight capacity.

The lead independent director (LID), Khotso Mokhele, appointed by the Board, takes the lead role in the event that the Chairman is unable to serve or has a conflict of interest.

Diversity of our Board

Recognising that a diverse Board allows for robust discourse and active strategic oversight, a key MTN objective is to maintain a diverse and effective Board.

The Board's diversity policy ensures that we consider broad diversity in our Board appointment processes. We endeavour to retain different races and cultures, nationalities, ages and abilities on our Board. It is important to have young and dynamic leadership with fresh perspectives that complement the experience and institutional knowledge of seasoned, long-serving directors.

In 2022, the Board worked to recruit and retain more directors with skills which are complementary to MTN's strategy and those identified as necessary in our skills assessment outcomes.

The Board has undertaken to gradually cascade our diversity and transformation imperatives to operational companies, ensuring that diversity is entrenched across all Opco boards.

Our Board composition

Independence

13 Independent non-executive directors

2 Executive directors

Gender

Target: at least four women

10 Men

5 Women

Tenure

Target: an appropriate mix

6 0 – 3 years

4 3 – 6 years

5 6 – 8 years

If a director's tenure is more than nine years, MTN reviews the appropriateness of this every year and presents the director for re-election by shareholders at the AGM.

Nationality

Target: an appropriate mix

9 South Africans

6 Other nationalities

Race

Target: 50% historically disadvantaged individuals

10 Black

4 White

1 Middle Eastern

Age

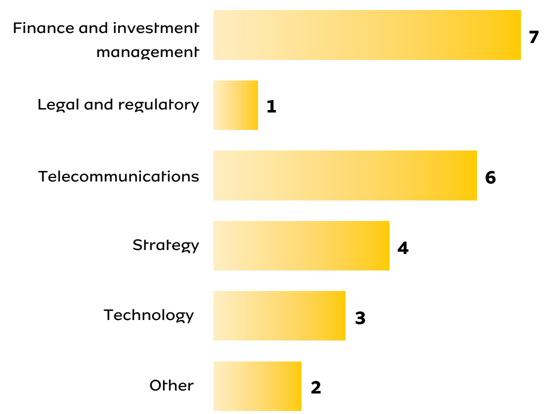
Target: an appropriate mix

5 50 – 59 years

10 60 – 69 years

Skills and experience

Target: an appropriate mix



Note: Composition includes Tim Pennington (appointed 1 August 2022) and Nicky Newton-King (appointed 1 January 2023), excludes Swazi Tshabalala (resigned 25 May 2022)

Governance in support of value creation continued

Board evaluation

We conduct a Board evaluation regularly to keep the Board accountable and maintain its efficacy and efficiency. This is to assess individual directors' skills and competencies, as well as the Board's overall effectiveness based on attributes such as ethical and effective leadership and culture. In 2020, international governance institution IMD conducted an external evaluation. Since then, the Board has been actively addressing the significant issues highlighted and the next external review will take place later in 2023.

Below we provide an update on the progress.

	Progress update
Composition: IMD found that expertise in fintech, digital and regulatory were potential areas to strengthen composition.	During 2022, a director who has the necessary regulatory and legal expertise was appointed. The Board believes her contribution will strengthen the deliberations on the Board. The Board is still in the process of identifying a competent individual with fintech/digital capabilities. Given the nature of the expertise and its significance to the business, identifying the correct individual is critical.
Diversity: IMD found that gender diversity should continue to be an area of focus.	Diversity remains a key priority for the Board, particularly with respect to appointing more females on the Board. This has been evident in the appointment of female directors over the last few years. There is a focus on identifying more females to join the Board.
Structure: IMD suggested more focus on upskilling directors on ESG and climate change priorities and that a technological committee should be considered.	ESG and sustainability has been a key feature on the Board's agenda through the Social, Ethics and Sustainability Committee. This committee has strengthened its capabilities with respect to ESG. The Sustainability Report outlines the Company's achievements and imperatives for ESG.
Strategy process: IMD suggested that MTN builds a more systematic way to monitor strategy execution, with a strong focus on strategic alignment among the Group Board and the subsidiary boards.	With effect from 2023, Board and management level strategy committees have been established. These committees will enhance strategy execution monitoring and bolster results. The Chairman continues to engage with the chairs of the Opco boards to align on key strategic matters. Having one-on-one sessions with the chairs of the major subsidiaries has become a regular feature. The Chairmen's Forum has also become a key platform for engagement, best practice sharing and alignment.
Subsidiary governance: IMD found there is a need for greater understanding of the governance challenges of each of MTN's top subsidiary boards. The degree of co-ordination and congruence of the Group Board and its operating company boards could also be further enhanced.	The Group Board has placed emphasis on improving subsidiary governance through various mechanisms, such as the regular forums, the improved decision-making framework and the updated Group Operating-Model. This continues to be a focus for the Board in 2023.

Board development and training

To remain effective, the Board recognises it must induct, develop and change its members from time to time to suit the Company's needs. Accordingly, the Group Company Secretariat has a structured induction and development programme that seeks to equip new directors with understanding of the strategy and the complexities of the business. We provide ongoing training for all directors on various matters related to their role to assist them to act with due care, skill and diligence.

By keeping informed of various developments, directors are able to exercise courage in taking appropriate risks and capturing opportunities in a responsible manner and in the best interests of MTN Group.

Executing on the Board's mandate

The Board meets on a quarterly basis in line with the Group reporting cycle. Each meeting follows an agenda agreed by the Chairman, CEO and Company Secretary. Documents for discussion are loaded on a virtual platform for directors' preview. Meeting discussions are usually around performance, risks and opportunities, governance updates and regulatory matters for consideration, as well as strategy execution. In 2022 there were quarterly meetings, three special Board meetings and one business plan session. (see page 78).

Strategic direction

The Board held annual strategy sessions in April and July 2022, where it applied its mind and constructively interrogated proposals presented by management. Geopolitical developments and macroeconomic volatility were central to the deliberations.

Governance in support of value creation continued

Key Board actions reviewed and approved in 2022

Apart from standing agenda items which receive the Board's attention every quarterly meeting, such as Group performance and priorities, the Board applied its mind and reviewed and considered the following key matters at its quarterly meetings in 2022:

Q1

- 2021 AFS; suite of annual reports; final dividend; revised dividend policy.
- Re-election of directors; appointments to the Audit Committee and the Social, Ethics and Sustainability Committee; prescribed officers; Non-executive director (NED) fees.
- Enhanced medium-term guidance.
- Key governance and statutory policies.
- Group CEO and Group CFO attestations.
- MTN South Africa spectrum bid.
- Key executive appointments to MTN Nigeria Board; incorporation of MTN Nigeria Datacentre subsidiary.
- MTN Ghana localisation.

Q2

- MTN Zambia spectrum bid.
- ARP localisations; IPO initiatives.
- MTN Nigeria PSB business case.
- Engagement with strategic partners and key strategic initiatives.
- Establishment of the Group Fintech Board.
- Reconstitution of the Group Board and subsidiary boards.

Q3

- Interim financial results.
- MTN's challenges of certain key litigation matters.
- Funding structure.
- Engagement with Telkom South Africa.
- Key strategic partnerships.

Q4

- Budget and strategic business plan.
- Group operating model.
- Revised Group DoA and revised terms of reference of various committees.
- Group Board director appointment; reconstitution of Board committees.
- Key governance and statutory policies.
- Strategic initiatives and funding structure.
- Sudan spectrum application.

Sustainability and ESG performance

We deliver on our plans to drive holistic socioeconomic benefits to society through our four-pillar sustainability strategy framework, complemented by bold commitments for each pillar. By centring our sustainability strategy on ESG principles, we ensure that it is flexible enough to withstand macroeconomic headwinds and prioritise material issues as these emerge. Our most material focus areas are linked to clear targets and measurable performance indicators, while we continue to manage and measure our remaining ESG matters.

MTN's ESG performance is closely monitored by the Board through the Social, Ethics and Sustainability Committee.

Governance in support of value creation continued

Engaging with stakeholders

27th Annual General Meeting

In 2022, we held our third virtual AGM as we were still concerned about shareholder safety in the aftermath of the COVID-19 pandemic. Virtual AGMs have become the standard, and stakeholder feedback indicates that we should continue to enable shareholders to participate remotely. In 2023, subject to restrictions, we hope to welcome shareholders in-person and online in a hybrid arrangement.

We encourage shareholders to submit questions prior to the meeting; this has proven to be an effective way for the Company to consider and effectively respond to concerns and suggestions. Shareholders will still be able to 'raise their hands' at the meeting and MTN will make a concerted effort to ensure that all questions are addressed.

At our AGM in 2022, all of the resolutions were carried with the required majority of votes. The Board was pleased that Ordinary Resolution 9 relating to the Implementation Report was also carried; it served as a positive testament to the ongoing and constructive engagements with shareholders regarding our Remuneration Report, as well as the efforts that our management is making to consider shareholder recommendations.

Governance roadshow

In recent years it has become part of MTN's calendar to annually host a governance roadshow with shareholders to deliberate on various matters such as the AGM notice and broader governance concerns including remuneration. These roadshows are led by the Chairman Mcebisi Jonas and Lead Independent Director Khotso Mokhele, who is also the Chair of the Remuneration Committee. In 2022, the conversations were constructive. The key pointers from shareholders were that MTN needs to:

- Continue to address and improve the remuneration policy and plan for key employees.
- Continue to enhance transparency on governance matters in general.
- Clearly review and assess the relevance and value of the IAB.

Engaging dissenting shareholders

We continue to engage with shareholders regarding the evolving remuneration governance and good practice requirements. In the event of a vote of over 25% against our remuneration policy or implementation report, we will certainly hold engagements with dissenting shareholders to listen to their concerns.

Directors' dealings

MTN has a share dealing and insider trading policy which governs the share dealing processes for directors, prescribed officers and employees. The policy aims to align with the JSE Listings Requirements and ensures that MTN has robust administrative and disclosure processes. The policy also imposes more provisions to safeguard employees from contravening the Financial Markets Act.

Following the approval of the revised policy in 2021, in 2022 we implemented it. It included a provision that prohibits employees from trading in securities in what is termed a 'cooling-off period'. This cooling-off period is 14 business days prior to the closed period and extends to five business days following the release of the Company's financial results. The new provision is an additional safeguard to ensure that directors and employees do not fall foul of the JSE Listings Requirements and the Financial Markets Act.

As many of MTN's subsidiary companies are listed, we have made a concerted effort to ensure sufficient awareness and training with regard to directors and employees dealing in securities within the Group, taking into account the various securities exchanges.

The implementation of a 'cautionary period' of share trading during 2022 (as a result of 'potential transactions') afforded the Group Secretariat an opportunity to educate employees on what constitutes 'prohibited periods' and 'insider trading'.

Compliance

The Company has mechanisms in place to ensure that, in all its activities, it complies with and respects the laws, regulations and governance codes in all the jurisdictions in which it operates. The Company is operating in conformity with its constitutional documents and the Companies Act.

Board appointments and resignations

All appointments to the Board for 2022 were conducted through a formal and transparent process, guided by an approved policy and assisted by the Directors and Corporate Governance Affairs Committee in consultation with the Group Company Secretary.

As part of the evolution of the Board, it has been actively identifying individuals who possess the necessary skills and diversity credentials for appointment to the Board.

In 2022, the Board appointed Tim Pennington, effective 1 August 2022. Tim's appointment has bolstered the expertise in M&A and general financial management.

Towards the end of the year, we announced that Nicky Newton-King would be joining the Board, effective from 1 January 2023. Nicky's regulatory background and experience will enhance the Board's deliberation and perspectives.

Paul Hanratty has also expressed his wishes to step down from the Board, effective 30 April 2023, to focus on his executive responsibilities.

Group Company Secretary

The Board is assisted by a competent and suitably qualified Group Company Secretary function, led by Thobeka Sishuba-Bonoyi. She and her representatives have an arm's length relationship with the Board. Following a rigorous assessment of performance in March 2022, the Board is satisfied that the function has the competency, qualifications and experience to provide sound governance advisory and stewardship to the Board and management.

To align with ***Ambition 2025***, the Group Company Secretariat function is re-evaluating and improving its operating model across the Group to ensure that the department is fit for purpose, independent and adequately resourced.

Governance in support of value creation continued

Conflicts of interest – gifts and entertainment

MTN recognises that the management of conflicts of interest is critical in promoting ethical conduct and protecting the integrity of MTN decision-making processes. Accordingly, directors and employees are encouraged to act in a responsible and ethical manner, taking into consideration the Group's best interests. They are required to complete a declaration of interest at the start of each year.

There has been significant improvement in the understanding of the process; this has been as a result of the awareness created with the MTN Conduct Passport and the guidance framework provided to employees and rolled out in all operations.

Gifts, Hospitality and Entertainment

As an organisation, we are aware of the impression of impropriety that excessive entertainment or giving and accepting gifts may create. Therefore, while we appreciate our business partners' goodwill, MTN has a strict "No-Gifts" policy but with certain exception that allows gifts of limited value, such as corporate branded gift items, to foster and maintain good relationships with our stakeholders. The gifts, hospitality and entertainment policy provides limits and approval requirements and requires that all gifts be declared and recorded in a gifts register.

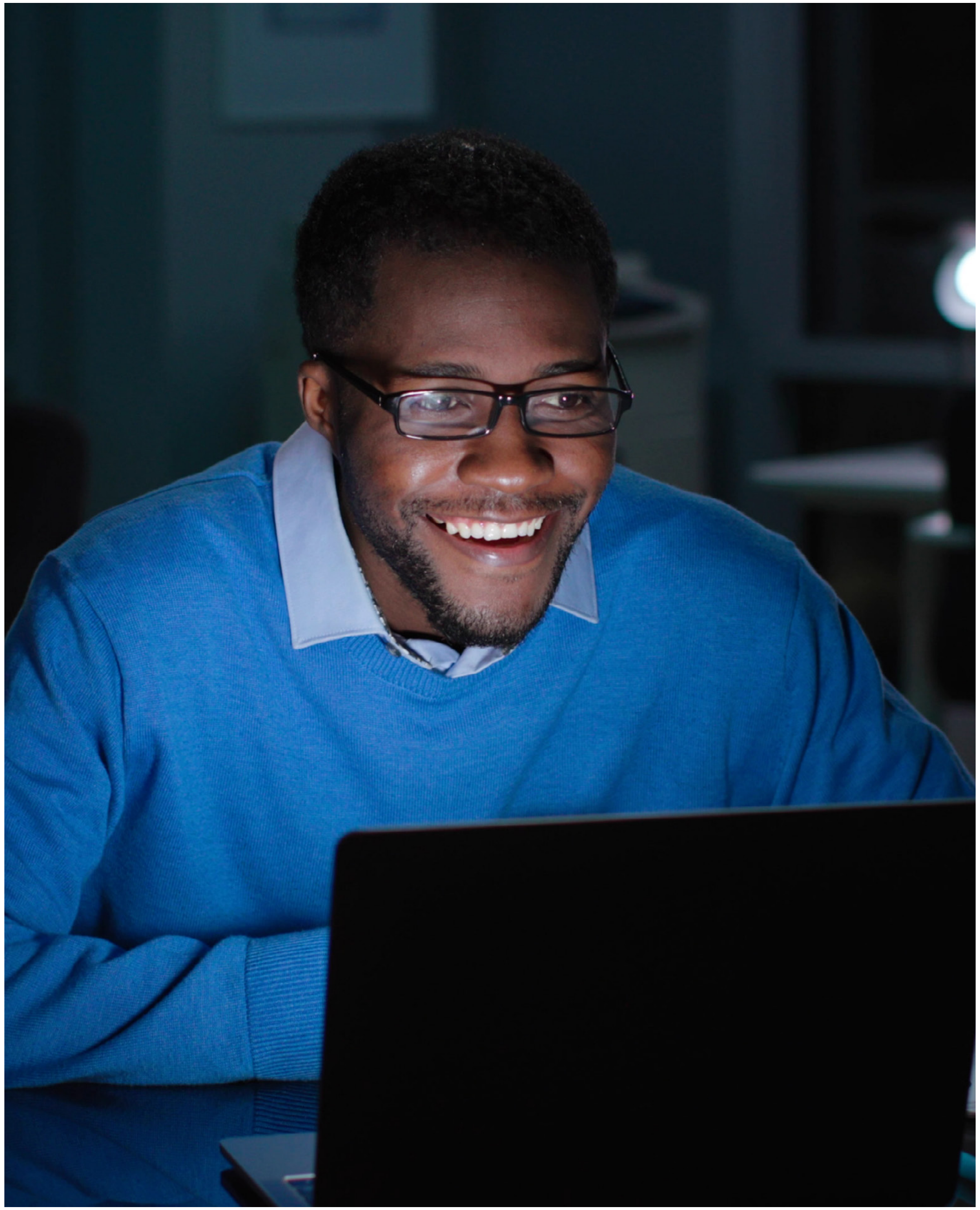
Data Privacy

We are committed to protecting and ensuring the security of the personal information of all our stakeholders. Our privacy and data protection policy prescribes a set of principles that governs how MTN collects, processes, and protects personal information. The policy reiterates our commitment to compliance with all applicable legal and regulatory requirements governing the collection and processing of personal information. Therefore, the privacy rights of all data subjects are respected and protected; we always ensure that our business interest does not override the rights of data subjects, and we rely on a lawful basis to process all forms of personal information.

Our combined assurance model

MTN's directors and executives provide oversight using a combined assurance model which considers the role of management, control functions, internal and external audit and the Board committees of subsidiaries. They use a simplified governance approach in often complex environments as they strive to create and preserve shared value through all subsidiary companies. The Group Audit Committee is responsible for oversight of the implementation of combined assurance.

The combined assurance model means there are numerous lines of defence to identify, prevent and mitigate risks and provide independent assurance to both the Group Exco and the Board either through the Group Audit Committee or the Group Risk Management and Compliance Committee.



Our International Advisory Board

Established in 2019, the IAB is made up of eminent persons to counsel, guide and support the MTN Group. Non-statutory in nature and without any fiduciary responsibility, it meets on average twice a year, assisting MTN in creating shared value by extending digital and financial inclusion.

At its founding, the IAB's objective was to provide perspectives on geopolitical developments impacting MTN's markets. It sought to leverage the experience of prominent, experienced individuals with an understanding of macropolitical economy workings and dynamics to assist in MTN's strategy execution in Africa and the Middle East. It also supported the Group's efforts to be a responsible and exemplary corporate citizen.

Key achievements
The IAB helped analyse the implications of potential geopolitical developments on the Company's strategy and risks. Among the many items on which the IAB advised were areas of potential expansion for MTN Group; Middle East relations; domestic security; policy reforms; geopolitical risks; emerging regulatory challenges; localisation; and pan-African positioning and identity.

The IAB in MTN Group's changing context
In light of the evolution and strengthening of the Board since 2019 and the three-year term of the IAB coming to an end, MTN has made the decision to evolve the formal structure of the IAB in favour of a more open architected stakeholder engagement platform. This builds on the external stakeholder engagement activities already undertaken by the Group Chairman, Group President and CEO and other Board members. We are still ironing out the platform's mechanisms but there is no question that the present IAB members will be a valuable and relevant resource for the platform given their significant expertise and knowledge.

Fees
The annual fee for each member of the IAB is US$100 000. The fee for the Chairman of the IAB is US$150 000.

Meetings
In 2022, the IAB met once. In 2023, it is anticipated that the IAB will have its final closeout meeting in July 2023.

The members of the IAB

His Excellency President Thabo Mbeki
Former President of the Republic of South Africa (Chair)

His Excellency President John Kufuor
Former President of Ghana

Dr Mohammed ElBaradei
Former Director General of the International Atomic Energy Agency

Dr Momar Nguer
President of Marketing & Services Total S.A. (France)

Dr Aisha Abdullahi
Former African Union Commissioner for Political Affairs

The IAB

- Helped MTN position itself as a good corporate citizen in African countries
- Guided MTN's response to the COVID-19 pandemic
- Guided on to how to promote MTN's broader role as a champion of pan-Africanism
- Played an invaluable role in understanding how the brand is perceived and ensuring that any potential vulnerabilities are addressed
- Provided valuable insights regarding opportunities that MTN was exploring.

Our Executive Committee

The Exco 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 strategy implementation in line with the Board's mandate. It meets at least monthly, and more often as required. For detailed profiles of our Exco members, please refer to the website.

Ralph Mupita
(Born 1972)
Group President and CEO

Tsholofelo Molefe
(Born 1968)
Group Chief Financial Officer

Jens Schulte-Bockum
(Born 1966)
Group Chief Operating Officer

Ebenezer Asante
(Born 1968)
Senior Vice-President: Markets

Yolanda Cuba
(Born 1977)
Vice-President: SEA

Ismail Jaroudi
(Born 1970)
Vice-President: MENA

Charles Molapisi
(Born 1975)
Chief Executive Officer: MTN South Africa

Karl Toriola
(Born 1972)
Chief Executive Officer: MTN Nigeria

Serigne Dioum
(Born 1974)
Group Chief Fintech Officer

Chika Ekeji
(Born 1981)
Group Chief Strategy and Transformation Officer

Lele Modise
(Born 1978)
Group Chief Legal and Regulatory Officer

Ferdi Moolman
(Born 1963)
Group Chief Risk Officer

Nompilo Morafo
(Born 1979)
Group Chief Sustainability and Corporate Affairs Officer

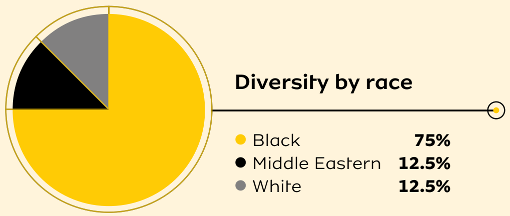
Mazen Mroué
(Born 1971)
Group Chief Technology and Information Officer

Paul Norman
(Born 1965)
Group Chief Human Resources Officer

Kholekile Ndamase
(Born 1980)
Group Chief M&A and Business Development Officer

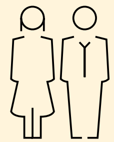
MTN continues to improve on Exco diversity. Following changes announced in December 2021, the committee includes four women, and diverse ethnicities, ages, nationalities and skill sets.

Diversity by race



- Black **75%**
- Middle Eastern **12.5%**
- White **12.5%**

Diversity by gender



25% Women
75% Men

Diversity by nationality

- South African **56%**
- International **44%**

Diversity by age (years)

41-45	46-50	>50
4	3	9

Stats are based on Exco at 31 March 2023

Remuneration Report

Contents

MTN stakeholders

This report has been prepared for our shareholders, employees, customers, partners and suppliers and the broader public.

Part I: Background

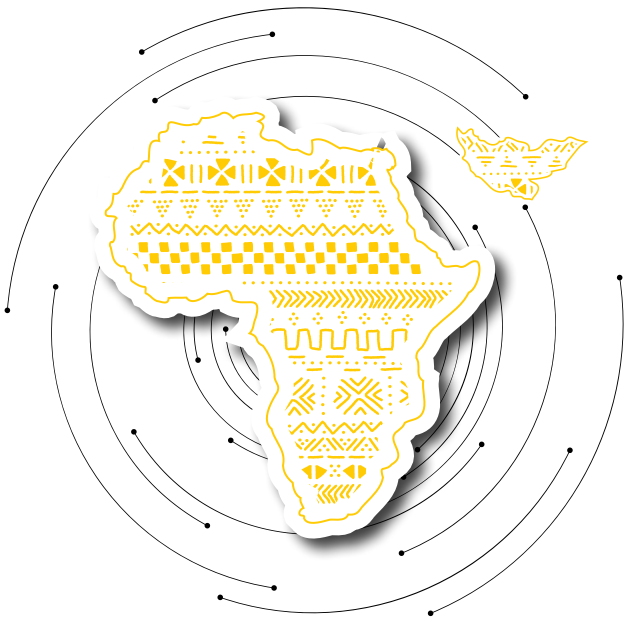
87 About this report
88 The year in review
91 Shareholder engagement and voting results
94 Key focus areas for 2023

Part II: Remuneration policy

95 Our remuneration philosophy and principles
96 Elements of our total remuneration framework
98 Adjustments to our remuneration framework
99 Annual fixed remuneration
99 Variable remuneration - annual short-term incentive
102 Variable remuneration - long-term incentive
106 Executive director and prescribed officer remuneration scenarios
108 Minimum shareholding requirements and malus and clawback
110 Non-executive director (NED) remuneration

Part III: Implementation report

111 2022 annual fixed remuneration
112 2022 STI performance overview
114 2022 LTI performance overview
115 Executive director and prescribed officer shareholdings
116 Executive director and prescribed officer performance and remunaration
123 Executive directors and prescribed officer share allocations
126 Proposed 2023 NED fee structure



About this Remuneration Report

About this report

As Africa's largest mobile network operator, our strategy is anchored in building the largest and most valuable platform business with a clear focus on Africa. This rests on a scale connectivity and infrastructure business. Our strategy consists of four strategic priorities, assisted by five vital enablers, one of which is to have the *'best talent, culture, and future skills'* in the market.

Our rewards policies are designed to support this enabler. They are holistic and encompass multiple elements that make up our total remuneration value proposition which strives to achieve an appropriate mix of reward elements with the objective of supporting our business objectives and in this way, creating sustainable value for all our stakeholders.

This report provides an overview of the MTN remuneration strategy, policies, and framework for all employees in addition to the disclosure of executive director remuneration and non-executive director fees.

For 2022, we amended the report structure and content to enhance clarity, transparency and understanding of our policies and their implementation. The report is structured in three parts in line with the King IV Report on Corporate Governance for South Africa, 2016 (King IV™).

The Group Human Capital and Remuneration Committee (Remco or 'the committee') has been mandated by the Board to independently oversee, approve, and recommend to the Board the total remuneration framework and human resources strategy for MTN to ensure that these are fair, consistent, compliant and provide an objective, independent and constructive view of how the framework is implemented.

Committee makeup

The committee consists of five non-executive directors. The collective skills and experience of members includes telecommunications, finance, managing businesses in Africa and the Middle East, human capital, remuneration and risk management. Their profiles are reflected on page 90.

Remuneration Report continued

Chairman
Khotso Mokhele

The year in review:

Part I: Background

Dear stakeholders
On behalf of the Board, I am pleased to present our Remuneration Report for 2022.

"Our ***Ambition 2025*** strategy led to a significant evolution in the way we define ourselves as a company. Now more than ever, true progress will be realised by closing the gap between CAN and DO. The refreshed organisational approach to work introduced in 2021 is our way of closing that gap. This is reflected in the implementation of the 'Anywhere, Anytime' flexible work policy and various other elements which enable employee choice and flexibility. It is realised through our 'Live Inspired' employee value proposition. Remuneration is a key enabler in achieving our strategy: we aim to provide rewards that are relevant, and market related across our business lines and employee levels.

By listening to stakeholders and taking into consideration both employee and shareholder requirements, we consistently review our reward practices to enable the achievement of ***Ambition 2025***. Our decisions and recommendations are made consciously with executive and shareholder alignment top of mind.

Company performance
2022 proved to be challenging on several fronts, with the after-effects of COVID-19, accelerating inflation and the impact of the Russia-Ukraine war affecting the global economy in addition to tough localised in country conditions such as the power crisis in South Africa. Despite these challenges, we built on the successes of 2021 and employees showed great resilience as we worked to deliver on our strategic priorities to:
- Build the largest and most valuable platforms.
- Drive industry-leading connectivity operations.
- Create shared value.
- Accelerate portfolio transformation.

We are proud of our MTN'ers and how they have pulled together as an integrated team to deliver to MTN customers which has resulted in solid results in such tough and challenging times. Our results reflected below provide context for the Remuneration Report which follows.

Group service revenue grew by **14.4%** (15.3%*) to R196.5bn (2021: R171.8bn)

Group data revenue up by **30.4%** (32.2%*) to R73.7bn (2021: R56.5bn)

Group fintech revenue up by **8.6%** (14.3%*) to R17.3bn (2021: R15.9bn)

EBITDA (before once-off items) grew by **12.4%** (14.3%*) to R90.8bn (2021:R80.8bn)

EBITDA margin marginally lower by **0.6** percentage points (pp) to 43.9% (0.2pp* lower to 44.0%*)

Basic earnings per share (EPS) increased by **40.4%** to 1 071cps (2021: 763cps)

Reported headline earnings per share (HEPS) up by **16.9%** to 1 154cps; non-operational impacts decreased HEPS by 159cps

Holding company (Holdco) leverage improved to **0.8x** (December 2021: 1.0x)

ROE improved by **3.8pp** to 23.4%

Subscribers increased by **6.1%** YoY to 289.1 million
Final dividend declared of **330cps** (2021: 300cps)

** Constant currency after taking into account pro forma adjustments.*

ESG performance
We made strides towards achieving our long-term ESG objectives summarised below:
- Significant progress towards achievement of 50% women in the overall workforce, with women making up 40% of our staff.
- Made progress to meet our target to reach Net Zero carbon emissions by 2040. Our emissions reduced by 13.9% (excluding South Africa, which was impacted by loadshedding) in 2022.
- Expanded broadband coverage to more areas, increasing our overall (including rural areas) broadband coverage to 87.8% (2021: 83.0%), versus our target of 95% by 2025.

Our remuneration strategy and framework are key to driving these results. This continues to be the case as evidenced by our performance and relatively low rate of employee turnover (2021: 6.5%, 2022: 6.4%). This reflects our compelling employee value proposition in a talent market that continues to be challenging for scarce and critical skills. We expect this to continue to be the case and the committee is cognisant that to drive performance we need to be able to attract and retain the best talent in the market, MTN therefore must have a compelling remuneration proposition. We are pleased that our employee engagement rating increased significantly from the 2021 baseline of 2021: 80% to 2022: 83%.

Remuneration Report continued

Performance, reward, and engagement
We continued to work to enable a high-performance and rewarding culture. Engagements with employees on culture and reward matters led to the transformation of many of our human capital metrics. We implemented multiple interventions beyond the traditional performance management approach to ensure that each MTNer is driven by purpose and is aligned to the Group's ***Ambition 2025*** strategy.

Throughout the year, we encouraged employees to strive for team collaboration and to be driven by a larger purpose and contribute to the organisation's success in the long term. Our results reflect that we have achieved this.

Key features of 2022

- Enhancements to remuneration report and addressing shareholder concerns.
- Closing off on our successful employee share ownership plan which empowered over 5 200 employees across 10 allocations to the value of R353 million. For the future, the Company is exploring various options for employees.
- Improved our employment engagement rating from 80% in 2021 to 83% in 2022.
- Significant progress towards women representation from 39% to 40% between 2021 and 2022 respectively.
- Reduced labour turnover from 6.5% in 2021 to 6.4% in 2022.

Gender diversity and pay equity

Our diversity and inclusion vision and strategy is core to MTN's people agenda. Our tangible commitments towards this end include:

- Achieving workforce gender equality by 2030
- Increase gender representation in leadership and management
- Committing to gender pay parity to enhance the quality diversity, equity and inclusion.

Through the year, we have instituted several strategic programs and measures to act on our commitments. In 2022, one of our key focus areas was Gender pay parity. We believe that recognising and acting on gender pay parity is critical to effect meaningful gender equality and equity. In Q1 2022, we identified our group-wide gender pay gap. We conducted the gender pay parity study, adopting key principles from the UK Gender Pay Gap Methodology in the context of our operating environment. Results of our study for FY 2021 is available in our 2022 SR.

In 2022, we focussed our efforts to determine the cause of the gender pay gap and established plans which will serve to further reduce the gap over the short and medium term.

The representation of women in senior roles and critical-niche skills domains was a key driver of the gap. To address this, we have instituted several measures across our markets to consciously improve representation including women hiring targets, panel diversity mandates, specialised sourcing channel arrangement to seek and attract women talent in Africa and also establishing our Women@Work Platform to create visibility, proactive development and first-access opportunities for women within MTN. We firmly believe that institutionalising these measures will be crucial to reduction of the gender pay gap.

We conducted extensive studies to assess and evaluate pay across our various business units. Our foundation for remuneration is built on an 'equal pay for equal work' philosophy. With this in mind, we developed a standardised pay adjustment model to support and promote pay parity. We piloted the model in two high-concentration operating units which positively impacted over 50% of the women in these markets by the end of 2022. We further cascaded the adjustment model in six of our large operating units with actions underway in 2023.

We have repeated our gender pay assessment accross 18 of our markets. Our mean gap on total pay stands at 28.2% while our median pay gap is at 22.6%. We note an incremental increase in pay gap since the previous year. Our analysis indicates that this is predominately attributed to the long term incentive payouts in 2021 to tenured employees at middle and senior management levels. We recognise and continue to improve managerial and leadership placement of women in the organisation, the benefits of which will reflect our parity in the years to come.

† *The 2022 Reported Gender Pay Gap percentages is subject to independent validation by an external party. Computations may be subject to a 1% – 2% minor margin of error.*

Remuneration Report continued

Human Capital and Remuneration Committee

The committee had four scheduled meetings. The committee is constituted by the following members:

Dr Khotso Mokhele

BSc (Agriculture), MSc (Food Science), PhD (Microbiology) and a number of honorary doctorates from various institutions

Appointed effective 1 July 2018

Attended 4/4 meetings

Bajabulile Swazi Tshabalala (retired 25 May 2022)

MBA, Oxford Fintech Programme

Appointed effective 1 July 2019

Attended 1/4 meetings

Mcebisi Hubert Jonas

BA (History and Sociology), Higher Diploma in Education

Appointed effective 1 July 2019

Attended 4/4 meetings

Vincent Rague

MBA, BA; Hons (Economics/Statistics), executive development programmes

Appointed effective 1 July 2019

Attended 4/4 meetings

Nkululeko Leonard Sowazi

Master's degrees from University of California Los Angeles (UCLA)

Appointed effective 1 November 2016

Attended 4/4 meetings

Mandate:
The committee oversees the formulation of a remuneration philosophy and human resources approach, ensuring that MTN remunerates fairly and transparently. It also ensures that MTN employs and retains the best human capital for its business needs and maximises the potential of its employees.

Focus areas

MTN's remuneration policies aim to ensure that the Company has the appropriate remuneration drivers which are based on appropriate market practice, aligned to the King IV recommendations and enable market competitiveness.

Key focus areas in 2022

In 2022, the committee reviewed and approved the following key remuneration decisions and policy developments:

- Targeted remuneration policy elements and changes.
- Salary increases for executive directors, general executives, non-executive management and non-management employees.
- Annual target setting, performance scorecard outcomes and pay-outs for STIs and LTIs.
- Benchmarked process and proposed annual fees for non-executive directors.
- Review of the COVID-19 vaccine policy.
- Approved the initial reward framework for the Fintech business.
- Strengthened remuneration governance frameworks.
- Implemented the gender pay gap reporting and improvement approach.
- Further improved our internal employee sustainable engagement rating.
- Facilitated the adoption and understanding of ESG as a metric across our operations.
- Embedded the 'Anywhere, Anytime' flexible policy.
- Enhanced employee wellness.
- Enhanced remuneration reporting in the 2022 Remuneration Report.

Remuneration Report continued

Summary of our 2022 remuneration review outcomes:

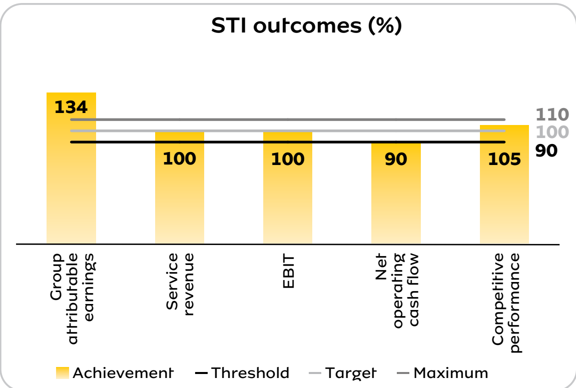
Annual fixed pay review

Based on market benchmarking, affordability and prevailing market conditions, we approved the following increases for our employees effective 1 April 2022:

Category	2022 overall budget increase allocation (%)
South Africa payroll-based MTN Group executives	4.40
South Africa payroll-based MTN Group non-executive management employees	4.40
South Africa payroll-based MTN Group non-management employees	5.00
All Dubai payroll-based employees	3.00
Expatriate employees across MTN footprint	2.66

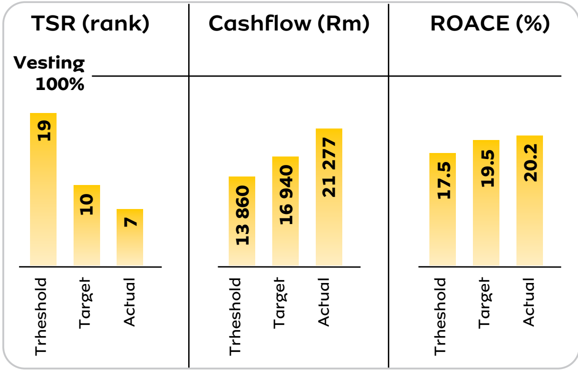
Annual short-term incentive outcomes

- The overall actual weighted company performance (CP), comprising financial and non-financial measures, was 101% of budget.
- The actual average of business unit or team performances across financial and non-financial measures was 105% of budget.



Long-term incentive outcomes

Performance shares allocated in 2019 under the performance share plan (PSP) vested in December 2022 with an overall actual achievement of 100% of the three-year target for all participating employees.

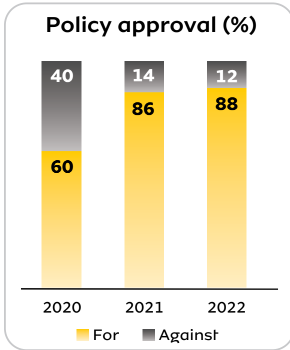


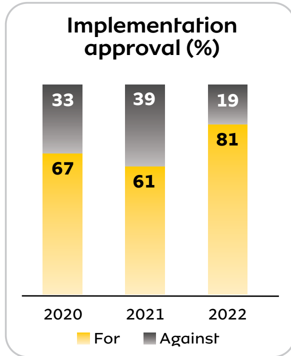
These remuneration outcomes were aligned to our approved remuneration philosophy and policies for STI and LTI and reflects the alignment between executive and shareholder objectives and stakeholder objectives.

Shareholder engagement and voting results

We are gratified by the significant increase in voting outcome approvals received on both the remuneration policy and implementation report in 2022. Voting outcomes of 88.6% and 81.38% respectively indicate that shareholders trust and have confidence in not only our frameworks but also in how we implement them.

Voting outcomes





We are committed to constantly engage with shareholders as well as continually review our remuneration frameworks to ensure that they align and support our ***Ambition 2025*** objectives.

Remuneration Report continued

Shareholder concerns

We take our shareholders' concerns seriously and appreciate the feedback received during the 2022 AGM and various roadshows conducted in the year. Eight remuneration concerns were raised in engagement with shareholders and through management representatives from Investor Relations. These were interogated and led to the following responses and actions to address each of the concerns.

Shareholder concerns raised		Committee response
1. Executive director and prescribed officer market benchmarking and guaranteed package increments	Limited detail provided on the companies utilised as the market benchmark comparators. Lack of disclosure on the determination of CEO and CFO annual fixed pay increments.	On page 99 of the Remuneration policy, we reflect the comparator companies used for benchmark purposes together with the list of preferred survey providers. Where a specific benchmark is conducted during the year, we disclose the details in the implementation report. For the year under review, a special remuneration review was performed for the CEO of MTN Nigeria. Refer to page 111 of the implementation report for further details.
2. Disclosure of STI/ LTI performance conditions *ex ante*	Insufficient (*ex ante*) disclosure of performance conditions to assist shareholders in evaluating the relative appropriateness of variable remuneration.	Based on an ethos of transparency, and where competitive advantage is not divulged, we disclosed *ex ante* LTI targets for ROE and cash flow (see page 105). Full disclosure of three-year targets and actuals will be made public on the publication of the annual results as this will then no longer be sensitive information. Given the concern over short-term incentive targets related to sensitive information, these will not be disclosed *ex ante*, but full disclosure of performance against targets and resultant remuneration outcomes will be provided for the year-end outturns in the implementation report for the year in review (see page 112 of the implementation report for STI outcomes for the year under review).
3. Disclosure of remuneration for all prescribed officers	Not all executive committee members' remuneration details were disclosed.	An executive by nature or sitting on an executive committee does not automatically mean that the executive role is defined as a prescribed officer. We have therefore considered all the roles carefully and have defined the following roles as prescribed officers in addition to the disclosed executive directors (the CEO and CFO): • Group Chief Operating Officer. • Senior Vice-President: Markets. • Chief Executive Officer: MTN Nigeria. • Chief Executive Officer: MTN South Africa. A detailed disclosure of all remuneration elements by individual officer including performance and single-figure remuneration is indicated on pages 117 to 122. Our assessment is supported by Deloitte research on the JSE's top 100 companies which puts the average number of prescribed officers and executive directors disclosed at four (including the CEO and CFO). MTN discloses six executives based on our assessment of presicribed officers in the business.
4. ESG performance criteria and targets	Given MTN's vital enabler of 'ESG at the core', more detail was requested on this KPI. This will assist stakeholders in assessing achievement and therefore appropriateness of performance bonuses.	ESG is a key part of MTN's ***Ambition 2025*** strategy and entrenched into the organisation, for two years in a row MTN has been executing against its ESG KPI Index based on matters material to the business including but not limited to broadband coverage, diversity and inclusion and Net Zero. Our SR outlines the progress that has been made against the ESG KPI Index showing that the Company has largely achieved both its short-term annual targets and is well on its way to achieve long-term targets that have been set out.

Remuneration Report continued

Shareholder concerns raised		Committee response
5. Constant currency	An explanation for the use of constant currency figures for bonus purposes should be provided. As shareholders are exposed to currency volitality, so to should be executives if management interests are to be aligned.	Constant currency includes the use of a fixed exchange rate that serves to eliminate fluctuations when calculating financial performance. It is a common practice by companies with significant operations in different countries, such as MTN, to represent their financial performance in constant currency terms to reflect the underlying performance of the business as well as determine incentive outcomes. Exectives are measured based on their ability to drive value creation and outcomes using elements within their scope of control and context of our mandated business focus. We believe that the ***Ambition 2025*** strategy and its linkage to incentive KPIs result in strong alignment of management and shareholders' interests over time.
6. Salary dollarisation	Clarification as to whether salary is earned in US dollars or South African rands. There appears a mismatch in terms of which some executives are compensated in US dollars while the company does not generate income in US dollars.	Given the pan-African nature of our business, and the importance of having a competitive remuneration structure at senior levels, dual employment contracts are extended to select prescribed officers who have significant responsibilities outside their primary country of employment and/or the fact that their income and expenses are incurred in multiple currencies. Our peer comparator analysis indicates that this remuneration principle is common among a number of companies with diverse geographic footprints. The primary contract is concluded in the home country in local currency, and the dual contract housed in Dubai is in US dollars. The following prescribed officers have dual employment contracts with a US dollar component. • Group President and CEO (South Africa). • Group Chief Operating Officer (South Africa). • Senior Vice-President: Markets (Ghana). • CEO: MTN Nigeria (Nigeria).
7. Fixed-term contracts and LTIs	Some executives are employed on fixed-term contracts and a concern was raised regarding reconciling this to with LTIs which endure beyond the fixed term. This appeared to contradict a principle indicated in the LTIP rules relating to termination of employment.	We enhanced the commentary to clarify this issue – see page 109. Per the policy, awards are aligned with tenure. This will be reviewed regularly to ensure continued alignment.
8. NED onboarding guidelines	Public information indicates a risk of "over boarding" with some NEDs, which raises the question of onboarding guidlines and policy.	We have updated our onboarding guidelines following a benchmark exercise conducted. This update incorporated a position on 'over boarding' and the proactive process of ensuring that NED information is always up to date. Furthermore, to mitigate immediate risk, we: • Inserted a clause in the Board Charter that any prospective director must be formally submitted to the Group Chair and supported by the Group Company Secretary prior to appointment. • Agreed that high-level assessment (due diligence) will be conducted, not only to reduce the risk of 'over boarding' but also of conflict of interest and any related issues which might impact the commitment of the director. • Agreed that NED information will be reviewed quarterly immediately after each Board meeting once the NEDs have confirmed their declarations submitted as per the Companies Act and signed off by them accordingly.

Remuneration Report continued

Our commitment to shareholders and alignment to voting guidelines

We continually review voting policy guidelines provided by proxy advisers. We are committed to ensuring alignment to the guidelines, considering appropriate local and global market practice. Below are key themes reflecting how alignment is ensured.

Theme	MTN alignment
Executive remuneration and pay for performance	• Remuneration decisions are informed by market information comparator companies which guide the determination of appropriate pay mixes. • Both the STI and LTI plans reflect performance conditions to support our strategy. There is a clear link between performance expectations and payment made at minimum, threshold target and above-target performance conditions. • Pay-outs outlined in the implementation Report are consistent with the remuneration and application principles as indicated in the remuneration policy. • The policy is formulated to drive the achievement of objectives and deliver long-term value to shareholders.
Service contracts and policies	• *Ex-gratia*, sign-on, retention or other non-contractual payments are defined in the implementation report emoluments section. • Severance payments are disclosed. • Incentive awards are based on performance outcomes and will not vest unless performance conditions are met.
Policy application	• All material remuneration decisions are subject to Board approval and shareholder approval at the AGM. • Where concerns are raised by shareholders we actively engage with them and implement remedial action.

We are satisfied with the thoroughness with which we have considered all remuneration elements in relation to global best practice and aligned, where relevant, for MTN.

Key focus areas for 2023

- Strengthening remuneration governance frameworks.
- Strengthening non-executive director appointment guidelines.
- Continuing shareholder engagement.
- Reviewing executive pay practices to continue the alignment to shareholder interests as indicated in this report.
- Enhancing employee wellness initiatives in line with our 'Live Inspired' employee value proposition.
- Refining the Fintech reward framework.
- Addressing identified pay inequities based on race, gender, or work of equal value in line with our fair and responsible pay principles.
- Further improving our internal sustainable engagement rating.
- Continually embedding ESG across the organisation and delivering against set ESG metrics.
- Developing a new employee share ownership scheme to economically empower lower level employees through share ownership.

Information access and external advisers

Members of the committee may request access to any information to inform their independent judgement on remuneration and related matters. This includes any impact that might arise regarding risk, regulation, compliance, control, or conduct. All strategic reward processes are researched, developed, and presented by our executive management team for approval by the committee. The Remco has delegated approval authority at various levels, with roles and responsibilities.

The committee contracted the following service providers and consultancies for independent external advice:

- DG Capital
- PwC
- Old Mutual RemChannel
- Vasdex
- Deloitte Consulting
- Bowmans Reward Advisory Services

Remco is satisfied with each adviser's independence and objectivity.

Regulatory compliance

The reporting of our remuneration policy and implementation framework aligns with the requirements of the South African Companies Act, the principles and recommended practices of King IV and the JSE Listings Requirements. We are mindful of broader remuneration governance guidance and frameworks and ensure compliance to relevant developments as and when they occur, including proposed changes to the Companies Amendment Act, 2008, which were recently published for public commentary. We continue to engage with regulators on evolving remuneration governance and good practice requirements.

We are committed to keeping the interests of all stakeholders top of mind when considering the recommendations and policies which are placed in front of us and to consider the impacts – both positive and negative – which could arise. As a committee, we are satisfied that we have fulfilled our responsibilities as per the terms of reference and that the objectives of the policy have been met without material deviation. I, together with the committee, thank you for your support and feedback and look forward to our future engagements.

KHOTSO

Dr Khotso Mokhele
Chair: Human Capital and Remuneration Committee

Remuneration Report continued

Part II: Remuneration policy

Our remuneration philosophy and principles.

Remuneration philosophy

The remuneration philosophy, policy and framework are key components of the HR approach and govern the remuneration of executive management (executive directors and prescribed officers), NEDs and other employees in support of the overall business strategy. The competitive talent landscape and our fast-evolving business demands a differentiated reward system, capable of competitively matching pay to performance, delivering fairly without bias as well as providing flexibility and compliance across all markets.

We align with King IV recommendations and disclose remuneration earned by executive directors and prescribed officers and are legislatively compliant.

Remuneration principles

Assessed against King IV and the amended listings requirements, the remuneration policy is based on the following principles:

Principle details

Fair and responsible remuneration

We strive to be internally equitable and externally competitive in addition to being responsible and fair in how we pay.

We achieve this by:

- Basing annual fixed remuneration on the complexity of a job relative to other jobs of similar complexity as expressed by a grading system.
- Accessing applicable market benchmark data.
- Positioning pay within the appropriate occupational salary ranges based on applicable market data and employee potential.
- Conducting internal pay comparisons and assessing the congruence of internal pay differentials particularly with regard to gender, race and employees performing jobs of equal complexity. Implementing corrective actions as required.
- Using performance management to differentiate remuneration.

An enabler of strategic objectives

MTN's strategic objectives are cascaded down to team performance objectives via the performance management system. Variable remuneration elements (both short and long term) are linked to the achievement of defined performance measures aligned to shareholder expectation. Both short- and long-term incentive plans drive the achievement of balanced financial and non-financial metrics measured across company and team performance.

Strengthen the culture and core values

We are a values-based and output-driven organisation. Recognising actions aligned to our vital behaviours is critical to our success. A key behaviour is how teams perform: variable pay outcomes are dependent on how both the team and MTN perform.

Attract, motivate, reward, and retain our human capital

Our optimal pay structure comprises fixed and variable remuneration to ensure achievement of both short- and long-term business objectives. Included in this are non-financial rewards which reward employee actions, efforts and behaviours which enable and support our strategy. We remain competitive on both elements and create an optimal balance between fixed and variable remuneration. The ratio of fixed to variable remuneration differs depending on job level as the more senior the executive the more impact they can have and therefore the more risk is built into their remuneration. This also serves to further align executive interests to those of shareholders. Our remuneration mix ensures we deliver effective performance-based reward where the achievement of maximum targets is rewarded.

Transparent, consistent, and defensible remuneration

We are transparent about how remuneration is determined and provide simple open communications across all levels including external stakeholders. We have consistent remuneration frameworks applicable to all operating units and acknowledge and can justify differentiation and customisation where required based on local operating conditions.

Remuneration Report continued

Elements of our total remuneration framework

Total remuneration framework

Annual fixed package		Short-term incentives	Long-term incentives	Additional rewards		
Fixed pay	**Benefits**	**Annual performance bonus**	**Share plan allocations and awards**	**In-kind benefits**	**Recognition**	**Workplace flexibility**
Based on grade market pay levels (general and industry specific) and experience.	Retirement fund, disability and death plans and medical aid (all based on flexible contribution levels and an MTN contribution).	Annual incentive awards based on the achievement of a combination of company, and team performance (as applicable).	Long-term incentive awards based on the Company's success in implementing its objectives.	Employer provided benefits such as lifestyle benefits etc.	Rewarding required actions and behaviours between employees within and across the business.	Maintaining employee job satisfaction and achieving a balance of demands and quality of life through the 'Anywhere, Anytime' flexible workplace policy.

We include the following remuneration elements in the composition of our remuneration package:

	Purpose/Intent	Components	Determination/Description	Eligibility
Annual fixed package	• Remunerate employees for work performed.	• Basic salary/fixed pay. • Benefits such as retirement fund, disability, death benefits and medical aid where MTN contributes on behalf of the employee.	• Defined salary structure, consisting of salary ranges linked to job grade, which are based on the market rate for the role. • Positioning of employee pay in the salary range dependent on talent outcomes and skills. • Annual increases linked to talent outcomes which evaluate employee potential as either i) unique contributor, ii) continues to grow and develop iii) needs improvement. • Annual salary increases are based on the Group Remco-approved mandate. The mandate considers economic indicators, market benchmarks, peer and other company projections (where available), company performance and budget.	• All employees.

Remuneration Report continued

	Purpose/Intent	Components	Determination/Description	Eligibility
Annual short-term incentives	• Reward employees for the delivery of annual strategic objectives, balancing short-term performance and risk-taking with sustainable value creation.	• Annual performance incentive. • Sales commission plans.	• Set as a percentage of annual fixed package. • Based on a combination of MTN and team performance against specific measures. • Employees are rewarded in cash for achieving threshold (generally 90%), at target (100%) and maximum levels of performance, up to a pre-specified maximum based on employee level. • Annual award linked to a combination of MTN financial performance, delivery of strategic priorities and team performance. • Performance measures are weighted by employee category or grade. • Sales commission plan differs according to job, level and product/service sold.	• All employees are eligible and incentivised through either the annual cash performance bonus plan or a relevant cash commission plan dependent on their role and level, but not both to ensure that there is no double incentivisation
Long-term incentives	• Reward, retain and recognise the contributions of eligible employees for the achievement of the Company's strategic objectives that will maximise shareholder value, in accordance with the Company's share plan rules. • Align employee interests to shareholder interests.	• Awards are provided in the form of shares through one of the following three plans: › Performance share plan (PSP). › Employee share option plan (ESOP). › Notional share option plan (NSO).	• Based on performance across a combination of return on equity, cash flow, relative TSR, ESG and EBITDA performance for non-listed operations. • Based on employee level, allocation is set as a percentage of annual incentive salary and linked to continued employment and performance. • Annual awards of ordinary and notional shares are linked to corporate performance. • Performance shares vest subject to sustained corporate performance measured over a three-year performance period, up to a pre-specified maximum based on employee level. • The last PSP award that had retention shares was in 2020 and vested subject to continued employment over a three-year period . These are no longer issued .	• PSP – executives and management-level employees in South Africa and other listed entities (Ghana and Nigeria). • NSO – management level employees in non-listed entities. • ESOP – all non-management level employees in MTN Group and other listed entities.
Non-financial rewards	• Recognise and celebrate high performance by giving special attention to employee actions, efforts, and behaviours in support of our strategy by reinforcing behaviours that contribute to organisational success.	• Qualitative programmes including: › Workforce flexibility. › Recognition. › In-kind benefits such as lifestyle benefits.		• Applicable to Group and operations employees as approved by the relevant boards.

Remuneration Report continued

Adjustments to our remuneration framework

Change 1: Disclosure of LTI conditions *ex ante*

At the 2022 governance roadshow, shareholders raised a concern that performance conditions related to the Company's PSP were insufficiently disclosed ex ante. A request was made to consider disclosing the absolute performance targets upfront. To address these concerns the committee resolved as follows:

- The TSR metric will be disclosed *ex ante* in ranking terms to MSCI peer comparator companies.
- The ROE metric will be disclosed *ex ante*, aligning with the medium-term guidance published annually.
- The cash flow metric will be disclosed *ex ante* (upfront) relative to the business plan. However, for reasons of confidentiality, there will be no absolute statement of the three-year cashflow target.

Upon vesting of the shares after three years, all the historical performance targets and actual performance achievements are disclosed under the implementation report as this is public information. Refer to page 114 of the implementation report for the 2022 performance and vesting outcomes.

Change 2: Review of STI maximums

As part of our continuous review of our policies to ensure alignment with best practice, we revised our STI policy. The objective of this review was to address the following to reduce any perceived remuneration gaps as highlighted by various stakeholders (e.g., our subsidiary boards, social partners and employees) and to align with the market trends against peer companies of similar size. The outcome of this review resulted in the Board approving that the potential performance bonus earning maximum multipliers be revised to on-target percentages for all non-executive employees. Although approved at a Group level, this change will be presented to the various subsidiary boards during the 2023 financial year and will accordingly be implemented in the 2023 financial year, for bonus payments of 2024.

Change 3: Fintech remuneration model

We recognise that the nature and growth stage of the Fintech business is different to that of the traditional core business and therefore would require different behaviours from the Fintech employees to create success. A key reinforcer of behaviour is an appropriate remuneration model and therefore an alternative remuneration model was developed, presented, and conditionally approved by the Board as further refinements on the long-term incentive element are required. We will revert for full approval in 2023.

Remuneration Report continued

Annual fixed remuneration

Executive director and prescribed officer annual fixed remuneration determination

MTN is a global company, which makes remuneration determination more complex particularly since COVID-19 blurred physical boundaries and workplaces, making executive talent even more globally mobile. The need to consider the structure and quantum of executive remuneration from different perspectives is critical to ensure the attraction and retention of executive skills required to deliver on shareholder expectations.

The committee undertakes an annual review of executive remuneration relative to a defined sample of companies based on relative size and industry. All elements of remuneration are compared to market benchmarks.

Executive market benchmarks

MTN subscribes to the Old Mutual RemChannel salary survey. Periodically, we engage Korn Ferry and Bowmans Reward Advisory Services when bespoke reviews are required. Participating companies in bespoke surveys are in general reflected by an appropriate job evaluation level and may include a mix of peer companies in either the same industry, competing industry for skills or companies of a similar size and financial performance.

Our identified survey comparator for executives includes the following:

- Large JSE listed companies ('JSE comparators'), with a substantial portion of their operations outside South Africa, but that have their primary location and residence of most of their executives in South Africa. These include AngloGold Ashanti, Vodacom, Bidcorp, Sibanye-Stillwater, Standard Bank, Shoprite, Sasol, Gold Fields, Multichoice and Woolworths (JSE Top 40).
- Large emerging market telecommunication companies ('emerging market telcos') with a cost-of-living adjustment (COLA). These include Airtel, Vodacom, Etisalat, VEON, Telkom Indonesia, Singtel and Orange.
- Global group of telecommunication companies, regardless of size and jurisdiction ('global telcos') with COLA and size adjustment. These include Vodafone, Telefonica, BCE, Telstra, and Spark NZ, to get a good spread of size and developed country telcos.

Variable remuneration – annual short-term incentive

Annual short-term incentive determination is based on performance against the following:

Company performance (CP)

Financial performance

Financial performance is measured against four indicators. These are extracted from the Board-approved business plan and are equally weighted.

Metric and business plan link		CP Measurement: Below threshold %	Threshold %	At target %	Maximum %	Weighting: Group management company %	Subsidiary %
Financial element							
Service revenue	Is the gross income of the Company derived from the sale of services (excluding, for example mobile devices).	< 90	90	100	110	20	25
EBIT^	Earnings before finance charges and tax.	< 90	90	100	110	20	25
Operating free cash flow	Is the cash generated by the Company net cash outflows to support operations and maintain its capital assets.	< 90	90	100	110	20	25
Group attributable earnings	Profit which is 'attributable' to the ordinary shareholders after the normal operating expenses have been deducted, together with finance costs, extraordinary items, taxation, and preference dividends.	< 90	90	100	110	20	—

^ Effective 2022 financial year, EBITDA was replaced with EBIT.

Remuneration Report continued

Non-financial performance

Measures achievement of the following:

The performance score on company performance (CP) is determined for the year as a percentage of the actuals achieved relative to the targets set.

		CP measurement				Weighting	
Description of objective and link to strategy		Below threshold %	Threshold %	At target %	Maximum %	Group management %	Subsidiary %
Non-financial element (Competitive performance)							
Market share	Represents the percentage of an industry, or market's total sales that are earned over a specified time.	While target is at 100%, both threshold and maximum % vary per Opco.					
Customer churn	Percentage or number of subscribers to a service who discontinue their subscriptions to the service within a given time.	While target is at 100%, both threshold and maximum % vary per Opco.				Varies between 8.33% and 12.5% per metric, overall cumulative total for the non-financial element totals 20% for Group and 25% for operations.	
Relative customer NPS	NPS is an index that measures the willingness of customers to recommend MTN's products or services to others. It is used as a proxy for gauging the customer's overall satisfaction with a company's product or service and the customer's loyalty to the brand. The NPS is measured relative to the Company's closest competitor in the market.	<90	90	100	110		

Team Performance (TP)

TP is adjudicated against an index of KPIs that look at broader aspects of delivery on the strategy, including cash upstreaming, ESG, subscriber growth, active data users, regulatory risk management, network quality etc. Similarly, the performance score for team performance is generated based on the actual performance versus the targets.

		TP measurement				Weighting	
Description of objective and link to strategy		Below threshold %	Threshold %	At target %	Maximum %	Group management %	Subsidiary %
Team performance	The TP target relates to value drivers, consisting of operational imperatives to ensure alignment with the wider strategy. The organisational structures and integrated business model are designed to ensure that all business units contribute to the delivery of the overall business units in delivering the Group targets.	0 (per KPI)	80 (per KPI)	100 (per KPI)	120 (per KPI)	Variable based on employee job level (per KPI)	

The threshold refers to the minimum performance per objective and not the consolidated achievements of objectives.

Remuneration Report continued

Executive annual incentive parameters for 2022

Each executive has a company and team performance weighting assigned to them. For each element of performance achievement, there is a corresponding bonus multiplier. The executive percentage bonus parameters governing the bonus plan are:

Executive directors	CP	TP	On-target	Max
Group President and CEO	70	30	100	200
Group Chief Financial Officer	70	30	100	175

Prescribed officers	CP	TP	On-target	Max
CEO: MTN South Africa†††	30/30†	40	100	175
CEO: MTN Nigeria†††	30/30††	40	100	175
Group Chief Operating Officer	50	50	100	175
Senior Vice-President: Markets	60	40	100	175

† 30/30 MTN Group and MTN South Africa.
†† 30/30 MTN Group and MTN Nigeria.
††† With the exception of the executive directors, the Group RemCo approved the alignment of the STI on-target and maximum percentages for all prescribed officers as reflected above.

The process of determining the incentive award pools from which incentives are paid is illustrated below:

Performance criteria	Description of performance criteria
CP	• The financial performance targets of the Company are determined in accordance with the strategic themes at the beginning of the year. • An audit is performed on these results by an independent body. • The percentage performance achievement against target is translated into a nominal performance-linked scale, adjusted to allow for maximum earning potential.
TP	• The strategic themes are translated into priorities to be executed at executive member levels. • Depending on the size of the function, and where applicable, team performance scorecards are further cascaded to below executive levels. • Achievement of each KPI is proportionate and weighted.

After the Company and team performance outcomes for the year are measured and audited, both elements are used to calculate incentive bonuses for the executives as indicated below:

1. Targets for each element are set at the beginning of the performance cycle and measured at the end of the performance cycle where a corresponding 'nominal/multiplier %' is determined.
2. Company performance as a 'qualifier' for incentive declaration is first assessed for each operation.
3. For each weighted element, there is a job level related on-target and maximum earning potential.

The incentive is calculated as follows:

Upon assessment of company performance by the Board based on the independent audit outcomes, an incentive pay out is either declared or not. Should an incentive be declared, the amount payable is calculated as follows:

Actual CP bonus payable

CP bonus
Calculating bonus per performance element in respect of Company performance
AFP x OTB% x CPW

×

CP scorecard multiplier
Actual CP performance is measured to determine a bonus nominal/multiplier percentage
Range: 0-200% subject to actual CP Score (Range: 0-110%)

+

Actual TP bonus payable

TP bonus
Calculating bonus per performance element in respect of team performance
AFP x OTB% x TPW

×

TP scorecard multiplier
Actual TP performance is measured to determine a bonus nominal/multiplier percentage
Range: 0-200% subject to actual TP Score (Range: 0-120%)

• TPW – Team performance weighting (varies according to designation – refer to previous page)

AFP – Annual fixed pay.
OTB% – On-target bonus % (varies according to designation – refer to previous page).

Remuneration Report continued

Variable remuneration – long-term incentive

The following LTI plans are currently in operation:
- PSP plan.
- NSO plan.
- The 2016 Employee Share Ownership Plan Trust (the 2016 ESOP Trust).

The purpose of the share plans are to drive performance, attract, retain, and recognise the contribution of eligible employees by providing an additional incentive to contribute to MTN Group's continued growth to fulfil our medium and long-term strategy.

Performance share plan (PSP)

Executive and management level employees in South Africa and other listed entities (in Ghana and Nigeria) are eligible to participate in the PSP.

MTN operates a PSP that awards performance-based shares to executive and management employees for the achievement of strategic targets over a three-year measurement period. Awards are determined as a percentage of annual fixed package (AFP), ensuring an appropriate pay mix for the relevant role. Awards take place annually in December. Malus and clawback provisions apply to all awards and across all participants of the plan.

The following table indicates allocation multiples for employees participating in the Group PSP:

Job level	Allocation multiple as % of AFP
Group President and CEO	200
Group Chief Financial Officer and Group Chief Operations Officer	175
Tier 1 CEOs and Senior Vice-President: Markets^	175
Other Group Exco members	125
General Executives	100
General Managers	60
Senior Managers	40
Managers	20

^ With the exception of the executive directors, the Group RemCo approved the alignment of the STI on-target and maximum percentages for all prescribed officers as reflected above.

Remuneration Report continued

The following award conditions apply in different combinations for the last four awards made:

Condition	Description of condition
TSR – MSCI EM Index	Sliding scale of 100% vesting at the 75th percentile as compared to MSCI EM Telecoms Index and 25% vesting at the median with straight-line vesting in between the two points. 0% vesting for below the median. TSR will be measured by comparing the 30-day (VWAP) at the beginning and end of the three-year measurement period, plus re-invested dividends. TSR must be positive and to be measured on common currency (rand).
Cumulative operating free cash flow (COFCF)	Targeted at the sum of the budgeted OFCF established each year for the three-year measurement period: 25% vesting at 90% of the target; 100% vesting at 110% of the target; sliding scale between each point. OFCF will be measured on constant currency.
Return on average capital employed (ROACE)^	Defined as the sum of (EBIT/(equity + net debt)) for each year divided by three. There is a 25% vesting at 90% of budget (kick-in); a 100% vesting at 100% of budget; and a straight-line vesting between the kick-in and budget rate. (Only applicable for awards up to December 2019).
Return on equity (ROE)^	Defined as adjusted headline earnings per share/equity excluding NCI (non-controlling interest) and such non-operational items as approved by the Group Remco for each year divided by three. There is a 25% vesting at 90% of budget/target (kick-in), a 100% vesting at 100% of budget/target and a straight-line vesting between the kick-in and budget/target rate. (Only applicable for awards from December 2020).
Retention~	No retention components for awards from 2021 onwards for all employees participating in the plan.
Compliance to DTIC and ICASA (Compliance)	As applicable to the Group CEO, making all reasonable efforts to ensure that the Company is compliant with the relevant targets and codes in terms of labour legislation and/established by the DTIC and ICASA.
Broad Based Black Economic empowerment (B-BBEE)	As applicable to the Group CEO, achievement of the B-BBEE deliverables as set out in employment contracts.
ESG†	ESG comprises of the following elements: broadband coverage, diversity and inclusion, and Net Zero emissions etc. ESG will be measured over the three-year measurement period with a 25% vesting at threshold value (kick-in); 100% vesting at 100% of target; and a straight-line vesting between the kick-in and target rate. Further breakdown of ESG index with explanations is indicated on page 104.

Notes

^ Only applicable for the awards up to 2019. This KPI was replaced with ROE from 2020 awards.

~ For Group Exco members, the retention component was only applicable for the 2019 allocation.

† The ESG KPI was introduced in 2021 awards for all employees and replaced the 'retention' condition.

Remuneration Report continued

The following table sets out the performance metrics, weightings and targets for awards that have vested in prior years as well as unvested allocations:

	Performance targets			2018/19 PSP			2020 PSP			2021/22 PSP		
Performance conditions	Minimum	On-target	Maximum	Group CEO, COO, CFO %	Group Exco %	Other management %	Group CEO, COO, CFO %	Group Exco %	Other management %	**Group CEO %**	**Group Exco %**	**Other management %**
TSR – MSCI EM	Median	75th percentile		25	25	25	30	33.33	25	**22.5**	**25**	**25**
COFCF	90% of three-year business plan	110% of three-year business plan (stretched)		25	25	25	30	33.33	25	**22.5**	**25**	**25**
ROACE	90% of three-year business plan	100% of three-year business plan		8.33	25	25	–	–	–	**–**	**–**	
ROE	90% of three-year business plan	100% of three-year business plan		–	–	–	30	33.33	25	**22.5**	**25**	**25**
Retention	–	–	–	25	25	25	–	–	25	**N/A**	**N/A**	**N/A**
Compliance	8.33%	Per LOA	Per LOA	8.33	–	–	5	–	–	**5**	**–**	**–**
B-BBEE	8.33%	Per LOA	Per LOA	8.33	–	–	5	–	–	**5**	**–**	**–**
ESG+ detail[1]	–	–	–	–	–	–	–	–	–	**22.5**	**25**	**25**

Note: [1] The organisations' sustainability vision is to create shared value for our stakeholders through responsible Environmental, Social and Governance (ESG) practices and solutions. Our most material focus areas are linked to clear targets and measurable performance indicators.

To ensure our leaders are held accountable and demonstrate to employees and customers, the importance of sustainability, aspects of ESG performance are linked to executive pay. In 2021, we set ESG-related long-term incentives (LTI) and short-term incentives (STI) targets for our executives.

These targets are well articulated and fully entrenched across our markets. Our material long-term goals include: Achieving net zero emissions by 2040, achieving gender parity by 2030 and reaching 95% broadband coverage by 2025.

Each of our KPIs are broken down into annual targets which cumulate into achieving our long-term goals.

Remuneration Report continued

The three-year LTI scorecard particularly for the two internal financial indicators, ROE and COFCF, are maximum targets representing average incremental value creation over the measurement period. Refer to page 114 of the implementation report for details of the 2022 vesting outcomes.

Forward-looking LTI conditions

As per the response to the shareholder concerns, here we detail the LTI performance conditions *ex ante* for the forthcoming period:

Targets are reflected relative to FY22 actuals.

Performance condition	How target performance will be measured during the performance measurement period (2023 to 2025)
TSR – MSCI EM	Total shareholder return will be measured based on MTN's ranking against the MSCI EM comparator group. MTN will need to be ranked at median to vest 25% and at the 75th percentile to vest in full all shares allocated.
COFCF	Cumulative operating free cash flow target for the grant made in December 2022, vesting in December 2025 is budgeted to increase/improve by over 150% from 2022 to 2025.
ROE	Return on equity target for the grant made in December 2022, vesting in December 2025, is budgeted to grow/improve by 2.5 percentage points (pp) from the year 2022 to 2025.
ESG	Achieve 50% average reduction emissions target by 2030 and Net Zero by 2040, 95% broadband coverage by 2025 and 50% women representation by 2030.

NSO plan

Eligibility: management level Employees in non-listed entities

The NSO plan is our non-equity plan for non-executive employees in managerial and senior positions in non-listed operations outside of South Africa. Qualifying employees own options and participate in the growth of the Group and its operations, as applicable. The objective of the NSO plan is to drive alignment between the individual interests of senior employees and the long-term success of the Opco. The quantum of the awards is based on the future increase in the value of the NSO awards. Allocation multiples of annual salary are used to determine the annual allocation of NSO to qualifying employees and awards are made annually and vest after three years.

The 2016 Employee Share Ownership Trust ('the 2016 ESOP Trust')

During 2016, the MTN Group established the Employee Share Ownership Plan ('2016 ESOP') for the purposes of incentivising, rewarding and economically empowering our employees through share ownership. Under this plan, employer companies, from time to time, procure the grant of participation shares to designated participating employees. All non-management level employees in South Africa and other listed entities are eligible to participate.

We are proud of how this plan has empowered our participating employees. Since the establishment of the ESOP Trust, for South Africa based employees, a total of ten allocations have been made to over 5 200 employees. The overall cumulative market value of the vested and unvested awards at the end of FY2022 was around R352 million.

Award date	ESOPs awarded per employee	Award price ZAR	Award value per employee ZAR	Number of employees awarded	Total value of ESOPs awarded ZAR Mil
Dec 2017	516	126	65 000	**3 920**	**254 800**
Jun 2018	565	120	68 000	**385**	**26 180**
Dec 2018	824	86	71 000	**185**	**13 135**
Jun 2019	732	101	74 000	**172**	**12 728**
Dec 2019	807	95	77 000	**188**	**14 476**
Jun 2020	1 619	49	80 000	**59**	**4 720**
Dec 2020	1 280	64	82 000	**27**	**2 214**
Jun 2021	894	95	85 000	**29**	**2 465**
Dec 2021	573	155	89 000	**101**	**8 989**
Jun 2022	558	169	94 000	**135**	**12 690**

In accordance with the ESOP Trust rules, the last allocation of shares was made on 1 June 2022. Remco is in the process of reviewing a new ESOP plan which will be presented to the Board in 2023.

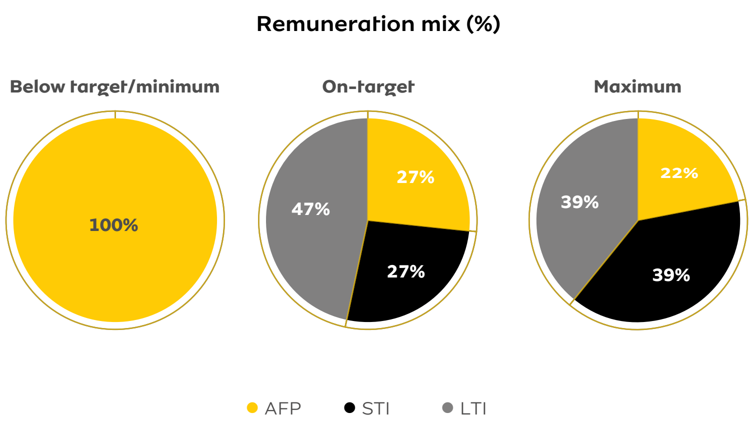
Remuneration Report continued

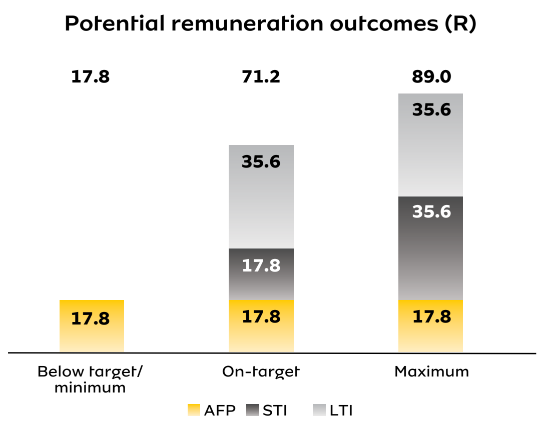
Remuneration mix and potential remuneration outcomes

- Executives are remunerated using an optimal mix of fixed pay, benefits and short- and long-term incentives. Our remuneration mix differs by level, with an increasing proportion of at-risk performance variable pay in the pay mix at senior levels to reflect the impact that executives at senior levels have on business performance and therefore the element of risk that should be built into their remuneration. This drives sustainable value creation over a longer-term period and introduces a significant element of risk into executive remuneration based on performance which aligns executive and shareholder interest.
- While the annual fixed remuneration does not vary based on performance, the variable portion does, as indicated graphically.
- In line with King IV recommendations and proxy adviser guidelines, the remuneration pay mix scenarios, as well as the total figure of potential remuneration outcomes for below target/minimum, on-target, and maximum performance outcomes, are detailed graphically for executive directors and prescribed officers.

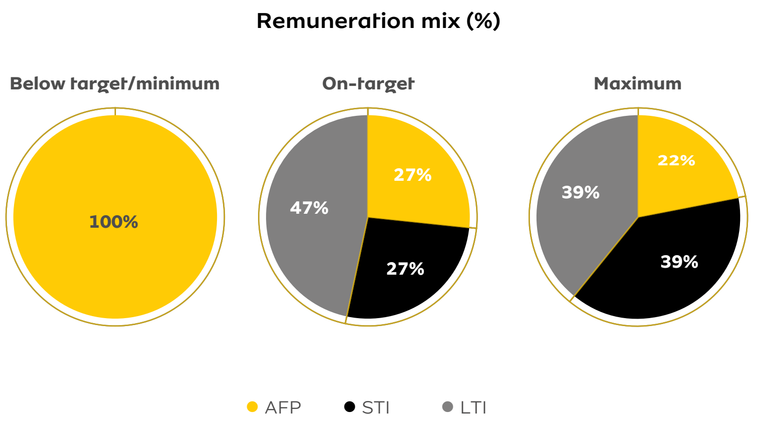
We are satisfied that the potential remuneration mixes and outcomes for our executives under different performance conditions are fair, competitive and create alignment between shareholder and executive interest. Executive pay is demonstrably tied to performance, with upside potential for over performance and significant downside for underperformance in accordance with our pay for performance philosophy. Remuneration outcomes for various performance scenarios are indicated in ZAR.

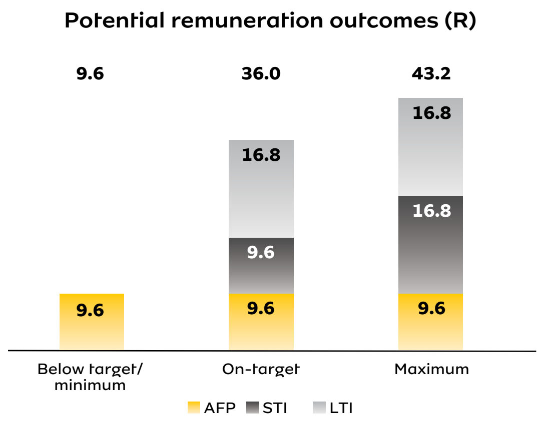
Group President and CEO





Group Chief Financial Officer



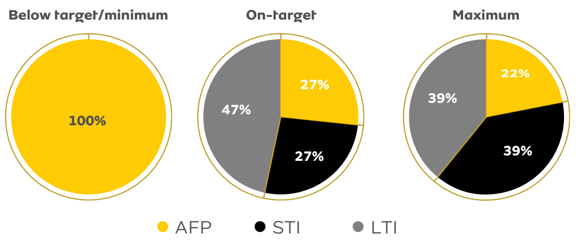


Remuneration Report continued

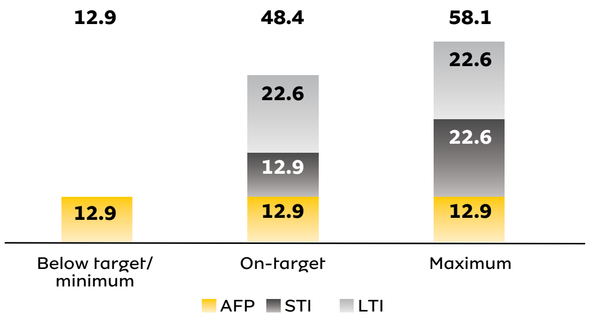
Remuneration mix and potential remuneration outcomes continued

Group Chief Operating Officer

Remuneration mix (%)

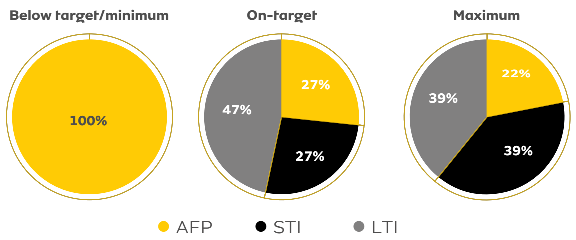


Potential remuneration outcomes (R)

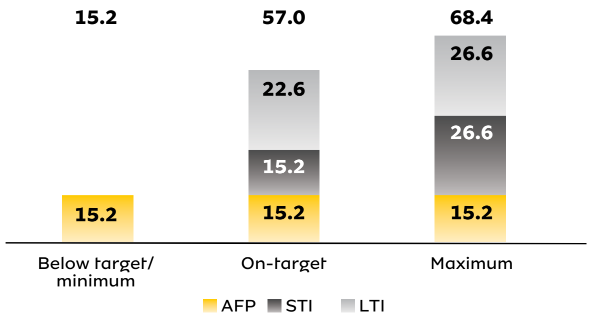


Senior Vice-President: Markets

Remuneration mix (%)

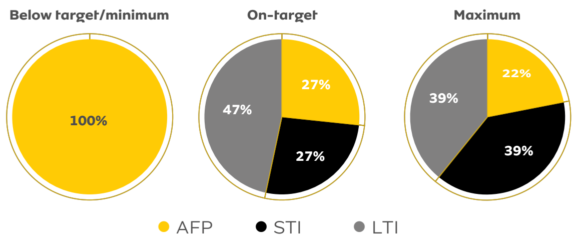


Potential remuneration outcomes (R)

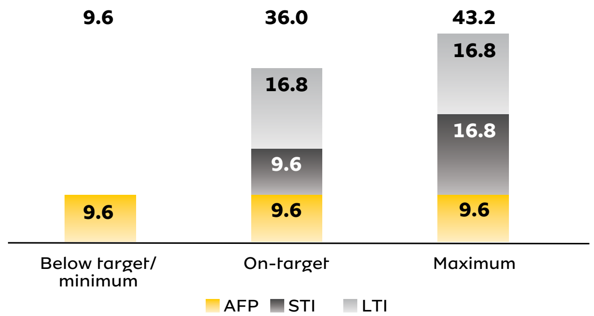


CEO: MTN South Africa

Remuneration mix (%)

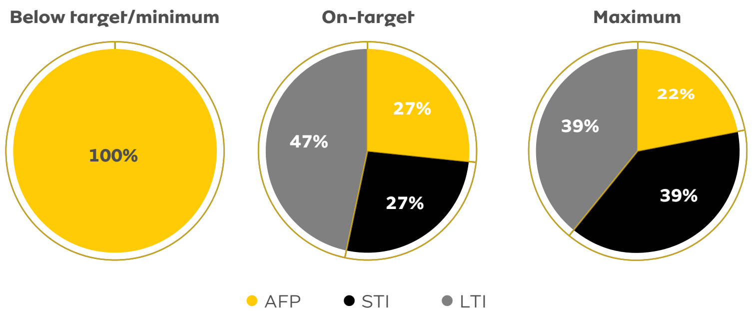


Potential remuneration outcomes (R)

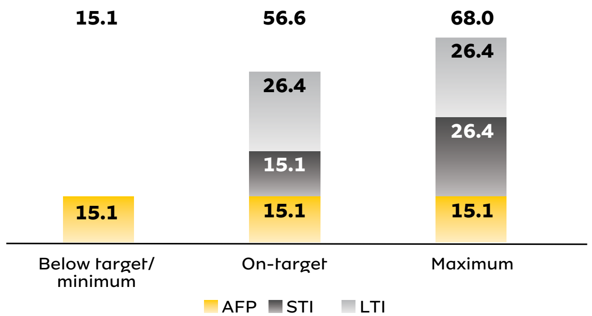


CEO: MTN Nigeria

Remuneration mix (%)



Potential remuneration outcomes (R)



Remuneration Report continued

Minimum shareholding requirements (MSR)

To ensure executives maintain a high level of shareholder alignment, the following MSRs apply:

- Group President and CEO – 250% of fixed salary.
- Group Chief Financial Officer – 175% of fixed salary.
- Executive and prescribed officer – 150% of fixed salary.

Executives have five years to attain the MSR levels. The current status of shareholdings are reflected on page 115 of the implementation report.

Malus and clawback

To align the interests of management with long-term shareholder interests and to ensure that excessive risk taking is not rewarded, the Company operates a malus and clawback policy. Under the malus and clawback provisions, remuneration outcomes may be subject to malus or clawback where circumstances demand.

- Malus means where an incentive remuneration amount has not vested, not been settled, and not been paid or otherwise made available, a trigger event occurs, and the Board in its sole discretion seeks to reduce or cancel the at-risk incentive remuneration amount in full or in part.
- Clawback means where an incentive remuneration amount has already vested, been settled, paid, or otherwise made available, and a trigger event(s), which indicate an error or an irregularity in the calculation of a participant's remuneration, the Board in its sole discretion seeks to recoup such an incentive remuneration amount in full or in part as the case may be.

In keeping with the emerging best practice in corporate governance, the Board may act on recommendations of the Remco to implement (malus) or recover (clawback) at-risk remuneration where there is reasonable evidence that an employee has materially contributed to, or been materially responsible for, the need for the restatement of financial results for reasons ('trigger events') including:

- Material misstatement of the financial results, resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any member of the Group; and/or
- The fact that any information used to determine the quantum of an incentive remuneration amount was based on error, or inaccurate or misleading information; and/or
- Action or conduct of a participant which, in the reasonable opinion of the Board, amounts to serious misconduct; and/or
- Events or behaviour of a participant or the existence of events attributable to a participant that have led to, inter alia, the censure under applicable rules of, or reputational/financial damage.

Executive employment contracts

Executive director and prescribed officer service contracts for the year ended 31 December 2022 are indicated below:

Name and designation	Employment contract	Notice period by either party	Restraint of trade
RT Mupita: Group President and CEO	Employed on a limited duration contract ending 30 September 2025	6 months	12 months
TBL Molefe: Group Chief Financial Officer	Employed in 2021 on a permanent employment contract	6 months	12 months
J Schulte-Bockum: Group Chief Operating Officer	Employed in 2017 on a limited duration contract which expired in January 2021 and was extended to 31 March 2024	6 months	12 months
C Molapisi: CEO – MTN South Africa	Employed in 2009 on a permanent employment contract	6 months	6 months
K Toriola: CEO – MTN Nigeria	Employed in 2006 on a permanent employment contract	6 months	6 months
E Asante: Senior Vice-President: Markets	Employed in 2008 on a permanent employment contract	6 months	6 months

All executives are entitled to standard benefits and participate in the short- and long-term incentive plan, subject to the rules of the plans.

Remuneration Report continued

Termination of employment payments

In the event of employment terminating, the following conditions are applied to executive and prescribed officer remuneration:

Element	'Fault terminations' – resignation, abscondment, early retirement, dismissal	'No-fault terminations' – retrenchment, retirement, restructuring, disability, death
Fixed pay	Paid over the notice period or as a lump sum.	Paid over the notice period or as a lump sum or as per statutory requirement.
Benefits	Applicable benefits may continue to be provided during the notice period.	Benefits will fall away at such time that employment ceases.
STIs	No payment will be made, unless an incentive payment is payable while the employee is serving notice, in which case it will be paid on the bonus pay day.	Any Board-approved incentive, e.g., annual performance bonus becomes payable on *a pro rata* basis at the same time as other active employees subject to the incentive policy.
LTIs	No payment will be made. Only shares which vest during active employment will be paid out.	Any Board-approved incentive, e.g., shares become payable on a pro rata basis at the same time as other active employees subject to the incentive policy. Only shares equivalent to time served between grant and vesting are paid. No adjustment to performance is performed.

Remuneration Report continued

NED remuneration

NED appointments are made in terms of the Company's memorandum of incorporation and confirmed at the first AGM of shareholders after their appointment. Adjustments to the guidelines for the appointment of NEDs are in the process of being drawn up to ensure the appropriateness of appointments and to curtail 'over boarding'.

To secure the services of appropriate NEDs, we apply the following fee structure, which is differentiated by role and responsibility:

- Annual retainer
- Fee per meeting
- Further fee per meeting for any additional special meetings over and above Board and committee meetings

NEDs do not participate in our short- or long-term incentive plans, and they are not employees of the Company. They are provided with communication devices such as a mobile phone to conduct their duties. They are reimbursed for out-of-pocket expenses, such as travel and accommodation costs, incurred in the execution of their duties.

NED fee determination

NED fees and policies are reviewed by Remco annually and are informed by economic conditions, affordability and market benchmarking research conducted by DG Capital which consider the size of the Company, time commitment and responsibility associated with the role. The research analyses total NED fee (annual retainer plus meeting fees) in comparison to those of NEDs of selected companies listed on the JSE and companies operating in the emerging telecoms market.

The following companies were used to benchmark 2022 South Africa-resident and non-resident NED fees:

JSE-listed comparator group

Absa	Naspers†
AngloGold Ashanti†	Nedbank
Anglo Platinum	Old Mutual
Aspen	Sanlam
Bidcorp	Sappi†
Bidvest	Sasol†
Capitec	Shoprite
Clicks	Sibanye Gold
Discovery	South 32†
Exxaro	Standard Bank
FNB	Telkom
Gold Fields†	Tiger Brands
Impala Platinum	Vodacom
Kumba Iron Ore	Woolworths
MultiChoice	

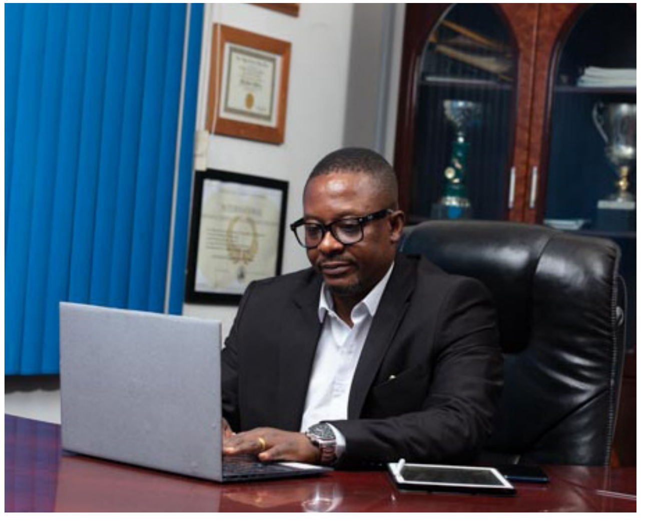
† JSE-listed company that is either dual listed or reports in a foreign currency and was used to benchmark non-resident NED fees.

International emerging market telcos

Company	Reporting currency
Bharti Airtel	INR, US$
Millicom	USD
Orange	EUR
VEON	EUR, US$
Vodafone®	GBP

NED remuneration policy

We remunerate NEDs in line with the market median differentiated by committee type and role on the committee. Where NED fees are below the market median, an additional adjustment is recommended to the Board to align the fee to the median. However, where required adjustments are more than the average approved budgets, caps are applied accordingly and adjustment to the median will occur over time. Recommended increases are reflected in the implementation report. NED fees are recommended to the Board and thereafter require a non-binding approval vote from shareholders at the AGM. Details of the fee increases are reflected on page 126 to 128 of the implementation report.



Remuneration Report continued

Part III: Implementation Report

This report outlines the outcomes of implementing the remuneration policy, as approved by Remco and the Board in 2022.

2022 annual fixed remuneration

Based on our market benchmarking, affordability, and current economic market conditions, the 2022 MTN Group salary increase outcomes, as approved by Remco, and presented to the Board are as follows:

Category	2022 annual salary increase budget (%)	2021 annual salary increase budget (%)
South Africa payroll-based MTN Group executives	**4.40**	2.38
South Africa payroll-based MTN Group non-executive employees	**4.40**	2.38
South Africa payroll-based MTN Group non-mangement employees	**5.00**	3.66
All Dubai payroll-based employees	**3.00**	0.90
Expatriate employees across MTN footprint	**2.66**	1.00

The mentioned increases represent the distribution of a total approved budget. The actual individual increase received differs based on performance and other distribution factors.

General employee salary increases

Salary increases for general non-executive employees were based on individual talent outcomes and broader macroeconomic and business factors. They were differentiated to ensure that those identified as individual contributors and who are positioned below market levels were adjusted to align to market. Focus is also given to addressing pay differentials based on race, gender and work of equal complexity and identified as anomalies to the extent that these exist.

We continue to prioritise lower-paid employees, and within that group, those who achieve the appropriate talent outcome and who are below market median. This has been of particular concern given the current economic situation and rising inflation.

Salary increases for expatriates and senior employees operating from Dubai were determined based on local market conditions with further consideration to the level of skills scarcity.

Approved annual fixed remuneration increases

It must be noted that where the executive has a dual currency contract, conditions such as inflation and market increase in that country are considered when determining remuneration adjustments.

Name and designation	Currency	2022 AFP	2021 AFP	Increase (%)	Rationale
RT Mupita[1]					
Group President and CEO	ZAR('000)	**9 109**	8 725	**4.40**	ZAR-based inflation linked increase
	US$ ('000)	**518**	505	**2.66**	US$-based inflation linked increase
TBL Molefe[1]					
Group Chief Financial Officer	ZAR ('000)	**9 605**	9 200	**4.40**	ZAR-based inflation linked increase
J Schulte–Bockum[1]					
Group Chief Operating Officer	ZAR ('000)	**6 019**	5 765	**4.40**	ZAR-based inflation linked increase
	US$ ('000)	**391**	381	**2.66**	US$-based inflation linked increase
E Asante[3,5]					
Senior Vice-President: Markets	Ghana cedi ('000)	**7 060**	6 412	**12.00**	Refer to Note 2 below
C Molapisi[2]					
CEO: MTN South Africa[4]	ZAR ('000)	**8 960**	7 434	**–**	Refer to Note 4 below
K Toriola[4,5]					
CEO: MTN Nigeria	Nigerian Naira ('000)	**330 551**	290 005	**14.00**	Refer to Note 3 below

Notes

1: RT Mupita, TBL Molefe, and J Schulte–Bockum, all have a dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa.

2: C Molapisi was appointed as CEO South Africa effective 1 January 2022. Accordingly, he was not eligible for an increase in salary during the April 2022 annual salary increase exercise.

3: Ghana increases are awarded on basic salary. For the April 2022 increases, E Asante was awarded a 12% increase on basic salary in the accordance with the board approved increase mandate. The value depicted in the table above is the annual fixed package, inclusive of the basic salary. In light of his responsibilities as the Senior Vice-President: Markets for the MTN Group, most of his time spent and work deliverables are performed outside Ghana in support of the MTN Group markets. In recognition of this, the board approved amending his employment contract into a dual Ghana/Dubai employment agreement apportioned 50% each between the two contracts. The Ghana contract is Ghanaian cedi-denominated, and the Dubai contract is US$-denominated. The dual split is also reflected in the adjustments which have been applied to the inflationary adjustment.

4: Nigeria increases are awarded on gross salary. For the April 2022 increases, K Toriola was awarded a 14% increase on gross salary in the accordance with the board approved increase mandate. The value depicted in the table above is the annual fixed package, inclusive of the gross salary. During October 2022, the board approved a special increase of 9.38% on his gross salary, as a result of a bespoke salary survey conducted in Nigeria, benchmarking him against the NSE (Nigerian Stock Exchange) Top 10. Considering MTN Nigeria's market cap size and revenue generation as well as his responsibilities, the board approved that he be benchmarked against the 75th percentile of the Gross Salary of the comparator group.

5: At the time of granting increases both K Toriola and E Asante were remunerated in their respective local currencies as reflected above and only were moved to a dual contract after increases were granted. STI's however were disclosed in the split currencies as reflected in the implementation report.

Remuneration Report continued

2022 STI performance overview

2022 STI company performance outcomes

Performance against company financial and non-financial measures for the year ended 31 December 2022 are indicated below:

Company performance measures	Weighting %	Threshold 90%	At target 100%	Maximum 110%	Actual performance	Actual performance
Financial measures		R' billion	R' billion	R' billion	R' billion	%
Group attributable earnings	**20**	18.3	20.3	22.3	27.1	**133.59**
Service revenue	**20**	170.5	189.5	208.4	189.5	**100.00**
EBIT	**20**	48.5	53.9	59.3	53.9	**100.00**
Net operating cash flow	**20**	25.8	28.7	31.6	25.8	**90.00**
Non-financial measures						
Relative customer NPS (%)	**20**	90.00	100.00	110.00	105.00	**105.00**
Total Company Performance (CP) – average						**101.00**

The overall average actual achievement of Company performance against target is 101%. Based on the independent assessment of overall Company performance against targets by PricewaterhouseCoopers (PwC), the Board declared a short-term incentive payment in accordance with the approved rules.

2022 team performance outcomes

The following table highlights the team performance objectives assigned to each executive director and prescribed officer. Each objective is measured and validated by the Group President and CEO and externally audited by PwC in accordance with the agreed-upon audit procedures. The individual objectives per function are based on a balanced scorecard with shared KPIs as cascaded from the Company strategic objectives.

Summary of team KPIs and achievements during 2022:

Item number	Key performance indicator	Number of sub KPIs	<90	90 – 99	100 – 109	110 – 119	120+
1	Financial performance	5			●		
2	Build the largest and most valuable platforms	9			●		
3	Drive industry-leading connectivity operations	7				●	
4	Create shared value	8				●	
5	Accelerate portfolio transformation	4			●		
6	Risk management and other critical priorities	14				●	
7	Best talent and culture	5			●		
8	Tech platforms second to none	2			●		
9	ESG (refer to additional comment on the following page)	8				●	

Remuneration Report continued

ESG performance overview

In 2022, we have made good progress against our annual targets reaching 40% women in the workforce against our long term target of 50% and achieved 85.6% broadband coverage against our 95% target. As part of our commitment to achieve net zero by 2040, we achieved a 13.9% reduction in absolute Scope 1 and 2 emissions (tCO_2e) in 2022, excluding MTN SA, against a 2022 reduction target of 3.5% reductions. Because of the challenges associated with loadshedding, the Group's overall performance was negatively impacted by MTN SA. Incorporating South Africa's emissions, the company reduced its emissions by 9.5%.

MTN SA worked to mitigate the impact of loadshedding through its network resilience plan, included in its move to a 'power-as-a-service' (PaaS) arrangement being implemented following the sale of its towers. We thus expect MTN SA's emissions profile to change in the years ahead as the opco becomes a TowerCo market. This will carve out the majority of related BTS sites and result in a significant portion of MTN SA's emissions transferring from Scope 1 and 2, to Scope 3.

FY2022 STI outcomes

The overall achievement of company and team performance translates to STI bonus multipliers, which has resulted in the following STI outcomes for prescribed officers for 2022:

Name and designation	Currency	**2022 STI payment**	2021 STI payment	Change (%)	Comment
RT Mupita					
Group President and CEO	ZAR ('000)	**10 839**	15 372	(29)	
	US$ ('000)	**619**	893	(31)	
TBL Molefe					
Group Chief Financial Officer	ZAR ('000)	**10 169**	10 978	(7)	
J Schulte–Bockum					
Group Chief Operating Officer	ZAR ('000)	**6 963**	7 342	(5)	
	US$ ('000)	**455**	496	(8)	
E Asante					
Senior Vice-President: Markets	GHS ('000)	**2 113**	4 044	(48)	
	US$ ('000)	**323**	–	–	Dual contract eff. April 2022
C Molapisi					
CEO: MTN South Africa	ZAR	**8 770**	7 389	19	Includes STI % review eff. April 2022
K Toriola					
CEO: MTN Nigeria	NGN ('000)	**190 816**	271 524	(30)	Based on STI % review and dual contract
	US$ ('000)	**283**	95	201	2021 partly Regional VP, 2022 split contract

Remuneration Report continued

2022 LTI performance overview

2022 LTI outcomes – vesting of 2019 PSP award

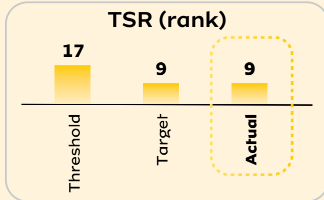
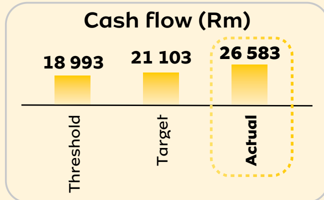
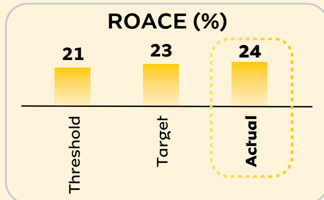
Achievement of the 2022 LTIP represents the final vesting percentage for PSP awards made in December 2019. The allocation of shares made under the PSP in December 2019 vested in December 2022, this period being three years after allocation. This allocation was a conditional award of shares dependent on the following performance conditions: TSR MSCI EM, COFCF, ROACE and retention.

An assessment of TSR performance condition achievement was performed by Alexander Forbes, and the other conditions (COFCF and ROACE) were performed by external auditors. Based on the assessment, the overall weighted vesting approved by Remco was as follows:

- MTN Group directors: 100%.
- MTN Group Exco members: 100%.
- Other participants: 100%.

These vesting percentages include the 25% retainer as was approved at allocation. These allocations were subsequently removed from specified officers in 2021 and replaced with ESG factors.

Performance outcomes of the 2019 PSP grant

Award condition	Vesting conditions	Target	Performance achievement		Vesting %
Total shareholder return (TSR MSCI)	**TSR** 100% vesting at the 75th percentile 25% vesting at the median 0% vesting for below the median	Minimum: 17th rank (TSR ranking) Target: 9th rank/below (TSR ranking)	Actual ranking: **9**		100
Operating free cash flow (OFCF)^^	**Cash flow growth** 100% vesting at 110% of target 25% vesting at 90% of target 0% vesting below 90% of target	Minimum: 18.9bn (90% of business plan) Target: 21.1bn (business plan) Max: 23.2bn (110% of business plan)	Actual: **26.6bn** (26% above business plan)		100
Return on average capital employed (ROACE)^^	**Capital returns** 100% vesting at 100% of budget 25% vesting at 90% of budget 0% vesting below 90% of budget	Minimum: 21% (90% of business plan) Target: 23% (business plan)	Actual: **24%** (5% above business plan)		100
Service/ retention	**Service requirement** Employee must be employed as at the date of vesting	In service at vesting date	In service at vesting date		100

^ The above business plan and actuals are averaged over three years as per plan rules.

Remuneration Report continued

2022 executive director and prescribed officer LTI outcomes

Name and designation	Description	2022 vested LTI	2021 vested LTI	Change (%)
RT Mupita				
Group President and CEO	Value R'000	**29 075**	37 700	(23)
	Number of shares	**223 300**	190 200	
TBL Molefe				
Group Chief Financial Officer[†]	Value R'000	**–**	–	–
	Number of shares	**–**	–	–
J Schulte-Bockum				
Group Chief Operating Officer	Value R'000	**28 176**	40 733	(31)
	Number of shares	**216 400**	205 500	
E Asante				
Senior Vice-President: Markets	Value R'000	**18 650**	27 254	(32)
	Number of shares	**143 200**	137 500	
C Molapisi				
CEO: MTN South Africa	Value R'000	**8 387**	10 463	(20)
	Number of shares	**64 400**	52 600	
K Toriola				
CEO: MTN Nigeria	Value R'000	**15 733**	22 596	(30)
	Number of shares	**120 800**	114 000	

[†] *Was employed in 2021, hence no shares granted.*

Executive director and prescribed officer minimum shareholding requirements

The personal shareholding and the value of shares for each executive director and prescribed officers is set out below.

Name	Number of shares as at April 2023	Market value (ZAR'000)[†]	Market value (NGN'000)^	Market value (GHS'000)[#]	MSR requirement fulfilment for 2022	Notes
RT Mupita	461 251	58 957	–	–		Shares in MTN Group Limited
RT Mupita	291 200	37 221	–	–		American Depository Receipts
		96 178	–	–	Exceeded requirement	
TBL Molefe	49 615	6 342	–	–	Met requirement	
J Schulte-Bockum	158 400	20 247	–	–	Exceeded requirement	
C Molapisi	52 600	6 723	–	–	Met requirement	
K Toriola	4 086 858	–	878 674	–	Exceeded requirement	Shares of MTN Nigeria Plc
E Asante	8 000 100	–	–	1 386 657	Exceeded requirement	Shares of Scancom Ghana Plc (MTN Ghana)

[†] *The market value of the MSR reflected above is based on the closing share price of R127.82 quoted as at 28 March 2023, being the most practicable date.*
^ *The market value of the MSR reflected above is based on the closing share price of N223 quoted as at 28 March 2023, being the most practicable date.*
[#] *The market value of the MSR reflected above is based on the closing share price of GHS173.33 quoted as at 28 March 2023, being the most practicable date.*

Remuneration Report continued

Executive director and prescribed officer performance and remuneration outcomes.

As indicated on page 112 of this report, Executive Directors and prescribed officers are required to jointly achieve on company performance indicators both financial and non financial. There are also team performance indicators which are major drivers of company performance. Executive directors and prescribed officers are required to focus on particular KPI's aligned to their focus areas. Given that company performance has been indicated on page 112 of this report, a general view of each executive director and prescribed officer performance is indicated together with earned remuneration, single figure remuneration and awarded remuneration.

Single-figure remuneration

In accordance with the Companies Act, the following tables indicate the breakdown of single figure remuneration of executive directors and prescribed officers. The total single figure includes remuneration received and receivable for the 2022 reporting period, split into the following remuneration elements:

Salaries – cash payments received during the applicable financial year.

Post-employment benefits – company contributions to retirement fund.

Other benefits – includes medical aid, expense allowances and unemployment insurance fund.

Short-term incentives (STI) – reflected as the amount attributable to the applicable financial year performance, even where it was only settled early in the following financial year.

Long-term incentives (LTIs) – reflected in the final financial year of the share allocation performance measurement period, even where they were settled in following financial year. In the 2021 and 2022 financial year disclosures that follow, this relates to performance shares that were awarded in December 2018 and 2019, which vested in December 2021 and 2022 respectively. Performance for these awards was measured over the periods 1 January 2019 to 31 December 2021, and 1 January 2020 to 31 December 2022 respectively for the 2021 and 2022 financial year. The values of the vested awards are disclosed as 'LTI vested'.

Qualifying dividends – reflects dividends paid in the applicable financial year following the vesting of the share award, even where such dividend was only settled in the following financial year.

Earned remuneration

The breakdown of remuneration is reflected in the currency in which it was earned for all elements.

Single figure remuneration includes all elements and is reflected in ZAR based on the applicable exchange rates.

Awarded remuneration

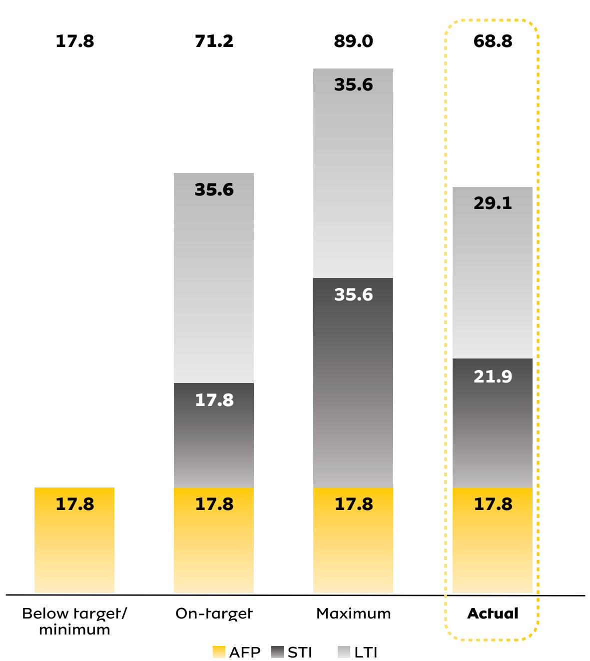
This is reflected in ZAR and includes annual fixed package, annual short term incentive payout and PSP shares awarded but excludes dividends and vested PSP shares.

As is evidenced in the following pages, the remuneration outcomes for executive directors and prescribed officers are generally lower year-on-year, aligning to our pay-for-performance philosophy.

Remuneration Report continued

Group President and CEO
Ralph Mupita

Total remuneration versus target (Rm)



	Earned remuneration[1]				2021 vs 2022	
Element	**2022 (US$'000)**	**2022 (R'000)**	2021 (US$'000)	2021 (R'000)	(US$'000) %	(R'000) %
Months in service per FY	**12**	**12**	12	12		
Salaries	**468**	**8 716**	458	8 395		
Post-employment benefits	**47**	**0**	46			
Other benefits		**616**		961		
Subtotal	**515**	**9 332**	504	9 356	2.2	(0.3)
STI	**619**	**10 839**	893	15 372		
Subtotal	**619**	**10 839**	893	15 372	(30.7)	(29.5)
LTI vested[2]		**29 075**		37 700		
Qualifying dividends		**452**		385		
Subtotal	**–**	**29 527**	–	38 085	–	(22.5)
Total earned remuneration	**1 134**	**49 698**	1 397	62 813	(18.8)	(20.9)
Single-figure remuneration (R'000)	**69 279**		**84 126**		**(18)**	
LTI awarded (R'000)[3]	**36 051**		**32 422**			
Total awarded remuneration (R'000)	**75 803**		**78 464**		**(3)**	

Note: 1. Ralph has a dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa. Earned remuneration is indicated in both US$ and ZAR. For the purposes of calculating the single figure remuneration, the following average forex rates have been used: FY2022 (Fixed remuneration: 1US$ to 16.49 ZAR, Bonus: 1US$ to 17.91). FY2021 (Fixed remuneration: 1US$ to 15.31 ZAR, Bonus: 1US$ to 15.23).
2. There was a 100% share vesting for the 2021 financial year (i.e. 2018 allocation), settled at the share price of R198.21, and a 100% vesting for the 2022 financial year (i.e. 2019 allocation), settled at the share price of R130.21.
3. LTI awarded reflects the value of PSP shares awarded during FY2022.

Ralph's annual short-term incentive is structured 70% CP and 30% TP.

The bonus multiplier is 100% for on-target performance and a maximum of 200% of annual fixed package.

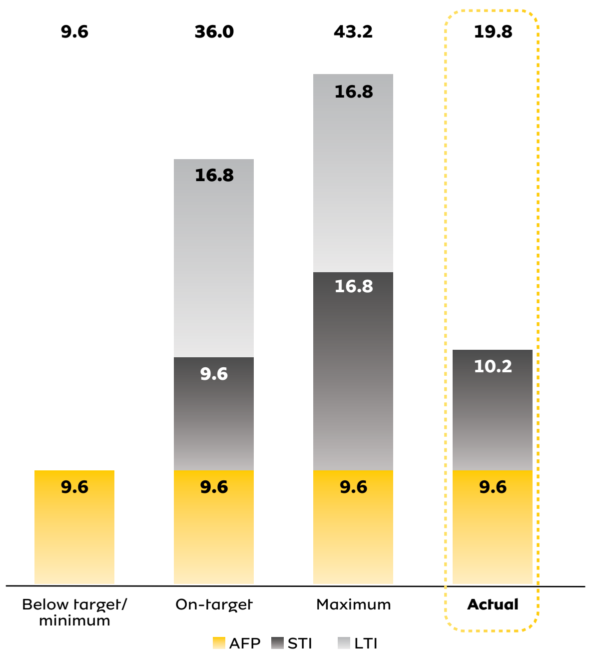
In terms of TP, Ralph and his team focused on executing on the ***Ambition 2025*** objective of driving growth and mitigating risks in a challenging operating environment, to deliver a resilient overall performance in 2022. In terms of his other KPIs, Ralph delivered strong outcomes on progress on the ARP and portfolio transformation of the business as well as towards the separation of the fintech business across Opcos, where intercompany agreements were finalised and implementation thereof progressed. He made good progress on advancing the work to finalise the Group's future operating model. Ralph and his team also delivered positive outcomes in the execution of the Group's ESG work and driving MTN's reputation with stakeholders; this has been reflected in the implementation of the Group's programmes, engagements and favourable assessments of MTN across its varied stakeholder base.

Based on this TP, and the CP outlined on page 112, his final STI outcome for 2022 was 120.26% of annual fixed package.

Remuneration Report continued

Group Chief Financial Officer
Tsholofelo Molefe

Total remuneration versus target (Rm)



Element	2022 (R'000)	2021 (R'000)	(R'000) %
Months in service per FY	**12**	9	
Salaries	**8 149**	6 475	
Post-employment benefits	**1 123**	708	
Other benefits[1]	**374**	5 778	
Subtotal	**9 646**	12 961	(25.6)
STI	**10 169**	10 978	
Subtotal	**10 169**	10 978	(7.4)
LTI vested[2]			
Qualifying dividends			
Subtotal	**–**	–	–
Total earned remuneration	**19 815**	23 939	(17.2)
Single-figure remuneration (R'000)	**19 815**	23 939	(17)
LTI awarded (R'000)[3]	**16 808**	16 100	
Total awarded Remuneration (R'000)	**36 623**	40 039	(9)

Note: TBL Molefe has a dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa, however both are ZAR denominated. The 2021FY remuneration reflects 9 months employment earned in ZAR only, therefore the indicated YoY comperative percentage change is relative to 9 month service in 2021 vs 12 months service in 2022FY.

1. Other 2021 benefits includes a sign on bonus payment to cover a forfeited bonus at a previous employer.
2. For both years, there were no vested LTI shares as TBL Molefe was not employed at the time of the 2019 PSP allocation which vested in December 2022.
3. LTI awarded reflects the value of PSP shares awarded during FY2022.

Tsholo's annual short-term incentive is structured 70% CP and 30% TP.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of annual fixed package.

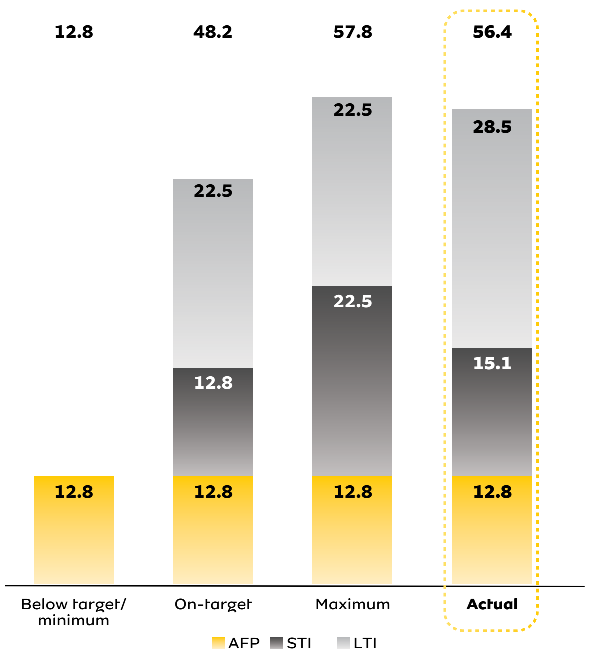
In terms of TP, Tsholo and her team delivered expense efficiencies of R2.7 billion through the design and implementation of the EEP. She also delivered positive outcomes on disciplined capital allocation – with a particular focus on the balance sheet. This included the early settlement of bonds, reduction of the Holdco leverage and improvements in the debt mix. This supported the delivery of a solid financial performance in 2022 and adjusted HEPS that were in line with Board-approved plans. The achievement of key milestones towards the separation of fintech functions across Opcos was another KPI on which Tsholo and her team scored well. In addition, success in upstreaming cash from markets supported overall reward outcomes.

Based on this TP, and the CP outlined on page 112, her final STI outcome for 2022 was 107% of annual fixed package.

Remuneration Report continued

Group Chief Operating Officer
Jens Schulte-Bockum

Total remuneration versus target (Rm)



Element	Earned remuneration[1] 2022 (US$'000)	2022 (R'000)	2021 (US$'000)	2021 (R'000)	2021 vs 2022 (US$'000) %	(R'000) %
Months in service per FY	**12**	**12**	12	12		
Salaries	**352**	**5 213**	335	4 795		
Post-employment benefits	**35**	**567**	34	525		
Other benefit		**686**		753		
Subtotal	**387**	**6 466**	369	6 073	4.9	6.5
STI	**455**	**6 963**	496	7 342		
Subtotal	**455**	**6 963**	496	7 342	(8.3)	(5.2)
LTI vested[2]		**28 176**		40 733		
Qualifying dividends		**325.2**				
Subtotal		**28 501**		40 733		(30.0)
Total earned remuneration	**842**	**41 930**	865	54 148	(2.7)	(22.6)
Single-figure remuneration (R'000)	**56 462**		67 350		(16)	
LTI awarded (R'000)[3]	**22 303**		19 203			
Total awarded Remuneration (R'000)	**50 264**		45 819		10%	

Note: 1. Jens has a dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa. Earned remuneration is indicated in both US$ and ZAR. For the purposes of calculating the single figure remuneration, the following average forex rates have been used: FY2022 (Fixed remuneration: 1US$ to 16.49 ZAR, Bonus: 1US$ to 17.91). FY2021 (Fixed remuneration: 1US$ to 15.31 ZAR, Bonus: 1US$ to 15.23).

2. There was a 100% share vesting for the 2021 financial year (i.e. 2018 allocation), settled at the share price of R198.21, and a 100% vesting for the 2022 financial year (i.e. 2019 allocation), settled at the share price of R130.21.

3. LTI awarded reflects the value of PSP shares awarded during FY2022.

Jens's annual short-term incentive is structured 50% CP and 50% TP.

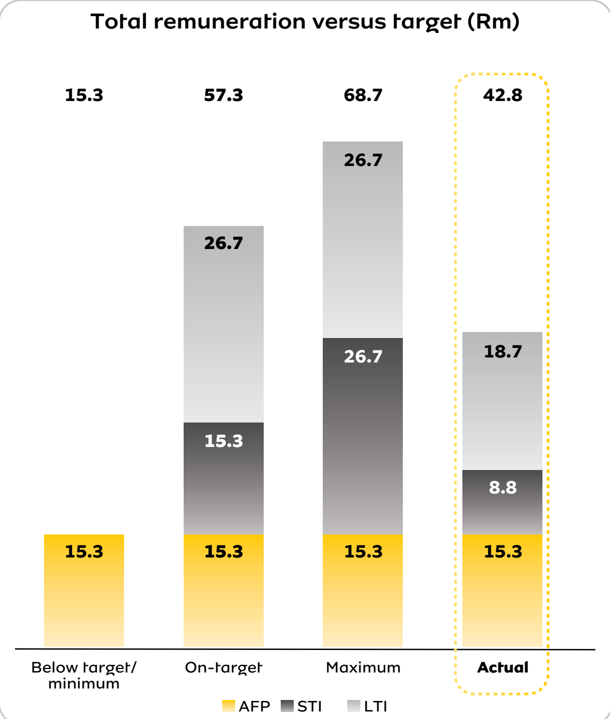
The bonus multiplier is 100% for on-target performance and a maximum of 175% of annual fixed package.

In terms of TP, Jens and his team delivered standout achievements in the scaling of MTN GC in 2022. Driving our FibreCo ambitions, MTN GC grew its external US$ revenues strongly, rolled out new fibre and formed a strategic pan-African connectivity partnership with Microsoft, supporting the delivery of another important KPI. Jens also oversaw a strong performance in MTN's brand health, reflected in numerous local and continental surveys. Other strong outcomes were achieved in advancing the Group's national roaming strategy and growth in ayoba subscriber additions.

Based on this TP, and the CP outlined on page 112, his final STI outcome for 2022 was 117.38% of annual fixed package.

Remuneration Report continued

Senior Vice-President: Markets
Ebenezer Asante



	Earned remuneration[1]						2021 vs 2022		
Element	**2022 (US$'000)**	**2022 (GHS '000)**	**2022 (R'000)**	2021 (US$'000)	2021 (GHS'000)	2021 (R'000)	(US$'000) %	(GHS'000) %	(R'000) %
Months in service per FY	**12**	**12**	**12**	12	12	12			
Salaries	**397**	**2 428**			4 121				
Post-employment benefits	**33**	**510**			865				
Other benefit	**5**	**1 170**			1 501				
Subtotal	**435**	**4 108**			6 487			(36.7)	
STI	**323**	**2 113**			4 044				
Subtotal	**323**	**2 113**			4 044			(47.8)	
LTI vested[2]			**18 645**			27 254			
Qualifying dividends									
Subtotal			**18 645**			27 254			(31.6)
Total earned remuneration	**758**	**6 221**	**18 645**		10 531	27 254		(40.9)	(31.6)
Single-figure remuneration (R'000)		**42 717**			52 966			(19)	
LTI awarded (R'000)[3]		**13 276**			12 796				
Total awarded Remuneration (R'000)		**37 347**			38 508			(3)	

Note: 1. Earned remuneration is indicated in US$, Ghanaian CEDI, and for LTI purposes, ZAR. The the purposes of calculating the single figure remuneration expressed in ZAR, the following average forex rates have been used: FY2022 (Fixed remuneration: 1US$ to 16.49 ZAR, 1GHS to 1.97 ZAR, Bonus: 1US$ to 17.91, 1GHS to 1.44 ZAR). FY2021 (Fixed remuneration: 1GHS to 2.50 ZAR, Bonus: 1GHS to 2.34 ZAR).
Ghana increases are awarded on basic salary. For the April 2022 increases, Ebenezer was awarded a 12% increase on basic salary in the accordance with the board approved increase mandate. The value depicted in the table above is the annual fixed package, inclusive of the basic salary. In light of his responsibilities as the Senior Vice President of Markets for the MTN Group, most of his time spent and work deliverables are performed outside Ghana in support of the MTN Group markets. In recognition of this, the board approved amending his employment contract to a dual Ghana/Dubai employment agreement apportioned 50% each between the two contracts. The Ghana contract is Ghanaian cedi-denominated, and the Dubai contract is US$-denominated.
2. There was a 100% share vesting for the 2021 financial year (i.e. 2018 allocation), settled at the share price of R198.21, and a 100% vesting for the 2022 financial year (i.e. 2019 allocation), settled at the share price of R130.21. The share values expressed in ZAR above were paid from Ghana in Ghanaian Cedi. They have been recorded in ZAR as they were accrued in South African ZAR currency at vesting.
3. LTI awarded reflects the value of PSP shares awarded during FY2022.

Ebenezer's annual short-term incentive is structured 60% CP and 40% TP.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of annual fixed package.

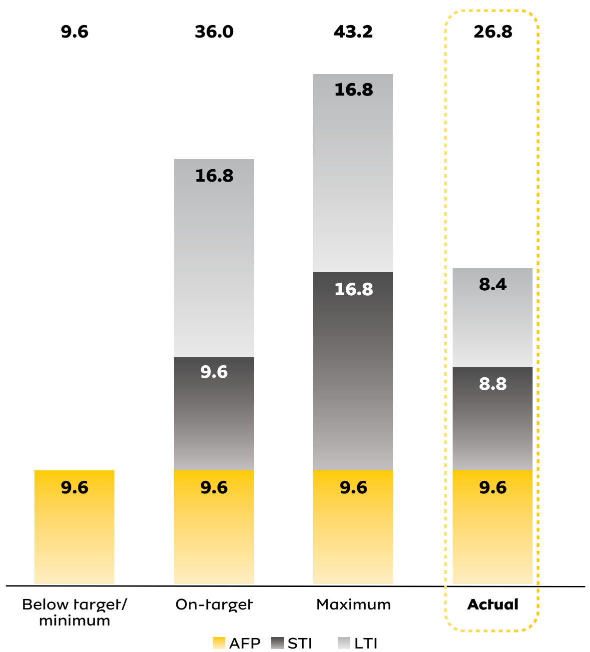
In terms of TP, Ebenezer delivered a strong outcome in the separation of the fintech business from the GSM business. As a result, progress by Ebenezer and his regional teams in finalising intercompany agreements and separation of the fintech functions at operations across the markets supported his remuneration in 2022. Ebenezer also performed well on KPIs for expense efficiencies, brand health, ESG and positive engagements with stakeholders across markets.

Based on this TP, and the CP outlined on page 112, his final STI outcome for 2022 was 93.73% of annual fixed package.

Remuneration Report continued

CEO: MTN South Africa
Charles Molapisi

Total remuneration versus target (Rm)



	Earned remuneration[1]		2021 vs 2022
Element	**2022 (R'000)**	2021 (R'000)	(R'000) %
Months in service per FY	**12**	12	
Salaries	**7 855**	6 248	
Post-employment benefits	**848**	684	
Other benefit	**918**	1 294	
Subtotal	**9 621**	8 226	17.0
STI	**8 770**	7 389	
	8 770	7 389	18.7
LTI vested[2]	**8 387**	10 463	
Qualifying dividends			
Subtotal	**8 387**	10 463	(19.8)
Total earned remuneration	**26 778**	10 463	155.9
Single-figure remuneration (R'000)	**26 778**	10 463	156
LTI awarded (R'000)[3]	**15 680**	9 293	
Total awarded Remuneration (R'000)	**34 071**	24 908	37

Note: 1. Charles was appointed CEO South Africa effective 1 January 2022. Accordingly, he was not eligible for an April 2022 increase in annual fixed package. The increases in remuneration reflected above are as a result of his appointment into the CEO position.
2. There was a 100% share vesting for the 2021 financial year (i.e. 2018 allocation), settled at the share price of R198.21, and a 100% vesting for the 2022 financial year (i.e. 2019 allocation), settled at the share price of R130.21.
3. LTI awarded reflects the value of PSP shares awarded during FY2022.

Charles's annual short-term incentive is structured 60% CP and 40% TP. The CP is further made up of 30% MTN Group performance and 30% MTN South Africa performance.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of annual fixed package.

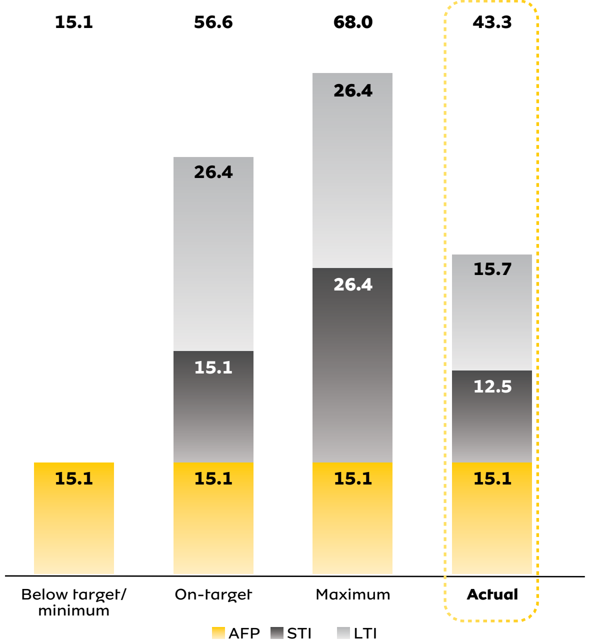
In terms of TP, Charles and his team exceeded the target for MTN South Africa's cash upstreaming to the Group, which supported the Group's overall results in 2022. The Opco produced a resilient overall result in the year in especially difficult trading conditions, including the intensification of loadshedding in the market. Charles oversaw continued strong growth in the enterprise business, which grew service revenue in the double-digits, as well as a robust performance in wholesale.

Based on this TP, and the CP outlined on page 112, his final STI outcome for 2022 was 97.88% of annual fixed package.

Remuneration Report continued

CEO: MTN Nigeria
Karl Toriola

Total remuneration versus target (Rm)



Element	2022 (US$'000)	2022 (NGN '000)	2022 (ZAR '000)	2021 (US$'000)	2021 (NGN'000)	2021 (ZAR'000)	2021 vs 2022 (US$'000) %	2021 vs 2022 (R'000) %
	Earned remuneration[1]							
Months in service per FY	**12**	**12**	**12**	12	12	12		
Salaries	**153**	**212 462**		95	226 611			
Post-employment benefits	**31**	**21 246**		10	21 245			
Other benefit		**90 359**		58	118 709			
Subtotal	**184**	**324 067**		163	366 565		12.9%	(11.6)
STI	**283**	**190 816**		93	271 524			
Subtotal	**283**	**190 816**		93	271 524		204.5%	(29.7)
LTI vested[2]			**15 729**			22 596		
Qualifying dividends								
Subtotal	**–**	**–**	**15 729**	–	–	22 596		
Total earned remuneration	**467**	**514 883**	**15 729**	256	638 089	22 596	82.5%	(19.3)
Single-figure remuneration (R'000)		**43 340**			50 049			(13)
LTI awarded (R'000)[3]		**11 042**			16 065			
Total awarded Remuneration (R'000)		**38 652**			43 518			(11)

Note: 1. Earned remuneration is indicated in US$, Nigerian Naira, and for LTI purposes, ZAR. The the purposes of calculating the single figure remuneration expressed in ZAR, the following average forex rates have been used: FY2022 (Fixed remuneration: 1US$ to 16.49 ZAR, 1NGN to 0.03728 ZAR, Bonus: 1US$ to 17.91 ZAR, 1NGN to 0.03891 ZAR). FY2021 1US$ to 15.31 ZAR, 1NGN to 0.03712 ZAR, Bonus: 1US$ to 15.23 ZAR, 1NGN to 0.03659 ZAR).

Nigeria increases are awarded on gross salary. For the April 2022 increases, Karl was awarded a 14% increase on gross salary in the accordance with the board approved increase mandate. The value depicted in the table above is the annual fixed package, inclusive of the gross salary. During October 2022, the board approved a special increase of 9.38% on his gross salary, as a result of a bespoke salary survey conducted in Nigeria, benchmarking him against the NSE (Nigerian Stock Exchange) Top 10. Considering MTN Nigeria's market cap size and revenue generation as well as his responsibilities, the board approved that he be benchmarked against the 75th percentile of the Gross Salary of the Nigerian comparator group.

2. There was a 100% share vesting for the 2021 financial year (i.e. 2018 allocation), settled at the share price of R198.21, and a 100% vesting for the 2022 financial year (i.e. 2019 allocation), settled at the share price of R130.21. The share values expressed in ZAR above were paid from Ghana in Ghanaian Cedi. They have been recorded in ZAR as they were accrued in South African ZAR currency at vesting.

3. LTI awarded reflects the value of PSP shares awarded during FY2022.

Karl's annual short-term incentive is structured 60% CP and 40% TP. The CP is further made up of 30% MTN Group performance and 30% MTN Nigeria performance.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of annual fixed package.

In terms of TP, under Karl's leadership, MTN Nigeria delivered a pleasing overall performance in 2022, delivering robust growth in data subscribers and the management of the NIN-SIM registration requirements. Karl also oversaw the launch of the MoMo PSB in Nigeria in May 2022 and the support of upstreaming of cash to Group. In terms of other strategic priorities, Karl and his team played an important role in the supporting the sell-down of the Group's holding in MTN Nigeria as per the agreed Board plan.

Based on this TP, and the CP outlined on page 112, his final STI outcome for 2022 was 102.60% of annual fixed package.

Remuneration Report continued

Executive director and prescribed officer share allocations

Award date	Vesting date	Number outstanding as at 31 December 2021	Awarded	Settled	Forfeited	Settlement date	Price on settlement R	**Number outstanding as at 31 December 2022**
RT Mupita								
28/12/2018	28/12/2021	128 308	—	128 308	—	06/04/2022	198.21	**—**
28/12/2018	28/12/2021	61 892	—	61 892	—	22/03/2022	198.21	**—**
20/12/2019	20/12/2022	223 300	—	—	—	—	—	**223 300**
21/12/2020	21/12/2023	530 800	—	—	—	—	—	**530 800**
13/12/2021	13/12/2024	205 200	—	—	—	—	—	**205 200**
12/12/2022	12/12/2025	—	275 800	—	—	—	—	**275 800**
Total		1 149 500	275 800	190 200	—	—	198.21	**1 235 100**
PD Norman†								
28/12/2018	28/12/2021	94 600	—	94 600	—	30/05/2022	198.21	**—**
20/12/2019	20/12/2022	100 900	—	—	—	—	—	**100 900**
21/12/2020	21/12/2023	139 100	—	—	—	—	—	**139 100**
13/12/2021	13/12/2024	56 900	—	—	—	—	—	**56 900**
Total		391 500	—	94 600	—	—	198.21	**296 900**
G Motsa†								
28/12/2018	28/12/2021	114 100	—	114 100	—	12/04/2022	198.21	**—**
20/12/2019	20/12/2022	82 495	—	—	—	—	—	**82 495**
21/12/2020	21/12/2023	57 618	—	—	—	—	—	**57 618**
Total		254 213	—	114 100	—	—	198.21	**140 113**
J Schulte-Bockum								
28/12/2018	28/12/2021	104 300	—	104 300	—	08/04/2022	198.21	**—**
28/12/2018	28/12/2021	101 200	—	101 200		06/04/2022	198.21	**—**
20/12/2019	20/12/2022	216 400	—	—	—	—	—	**216 400**
21/12/2020	21/12/2023	315 800	—	—	—	—	—	**315 800**
13/12/2021	13/12/2024	121 500	—	—	—	—	—	**121 500**
12/12/2022	12/12/2025	—	170 700	—	—	—	—	**170 700**
Total		859 200	170 700	205 500	–	–	198.21	**824 400**
F Moolman†								
28/12/2018	28/12/2021	112 900	—	112 900	—	08/04/2022	198.21	**—**
20/12/2019	20/12/2022	117 300	—	—	—	—	—	**117 300**
21/12/2020	21/12/2023	180 700	—	—	—	—	—	**180 700**
13/12/2021	13/12/2024	64 900	—	—	—	—	—	**64 900**
Total		475 800	—	112 900	—	—	198.21	**362 900**

Remuneration Report continued

Award date	Vesting date	Number outstanding as at 31 December 2021	Awarded	Settled	Forfeited	Settlement date	Price on settlement R	**Number outstanding as at 31 December 2022**
PT Sishuba-Bonoyi								
20/12/2019	20/12/2022	36 800	—	—	—	—	—	**36 800**
21/12/2020	21/12/2023	52 100	—	—	—	—	—	**52 100**
13/12/2021	13/12/2024	21 300	—	—	—	—	—	**21 300**
12/12/2022	12/12/2025	—	26 900	—	—	—	—	**26 900**
Total		110 200	26 900	—	—	—	—	**137 100**
TBL Molefe								
01/04/2021	21/12/2023	126 100	—	—	—	—	—	**126 100**
13/12/2021	13/12/2024	101 900	—	—	—	—	—	**101 900**
12/12/2022	12/12/2025	—	128 600	—	—	—	—	**128 600**
Total		228 000	128 600	—	—	—	—	**356 600**
I Jaroudi†								
28/12/2018	28/12/2021	118 164	—	118 164	—	30/05/2022	198.21	**—**
28/12/2018	28/12/2021	15 536	—	15 536	—	08/04/2022	198.21	**—**
20/12/2019	20/12/2022	135 900	—	—	—	—	—	**135 900**
21/12/2020	21/12/2023	209 300	—	—	—	—	—	**209 300**
13/12/2021	13/12/2024	76 000	—	—	—	—	—	**76 000**
Total		554 900	—	133 700	—	—	198.21	**421 200**
E Asante								
28/12/2018	28/12/2021	137 500	—	137 500	—	08/04/2022	198.21	**—**
20/12/2019	20/12/2022	143 200	—	—	—	—	—	**143 200**
21/12/2020	21/12/2023	221 600	—	—	—	—	—	**221 600**
13/12/2021	13/12/2024	81 000	—	—	—	—	—	**81 000**
12/12/2022	12/12/2025	—	101 600	—	—	—	—	**101 600**
Total		583 300	101 600	137 500	—	—	198.21	**547 400**
K Toriola								
28/12/2018	28/12/2021	114 000	—	114 000	—	08/04/2022	198.21	**—**
20/12/2019	20/12/2022	120 800	—	—	—	—	—	**120 800**
21/12/2020	21/12/2023	186 200	—	—	—	—	—	**186 200**
13/12/2021	13/12/2024	50 850	—	—	—	—	—	**50 850**
12/12/2022	12/12/2025	—	84 500	—	—	—	—	**84 500**
Total		471 850	84 500	114 000	—	—	198.21	**442 350**

Remuneration Report continued

Award date	Vesting date	Number outstanding as at 31 December 2021	Awarded	Settled	Forfeited	Settlement date	Price on settlement R	**Number outstanding as at 31 December 2022**
S Perumal^								
20/12/2019	20/12/2022	56 200	—	—	—	—	—	**56 200**
21/12/2020	21/12/2023	79 400	—	—	—	—	—	**79 400**
Total		135 600	—	—	—	—	—	**135 600**
Y Cuba†								
13/12/2021	13/12/2024	63 300	—	—	—	—	—	**63 300**
Total		63 300	—	—	—	—	—	**63 300**
C Molapisi								
20/12/2019	20/12/2022	64 400	—	—	—	—	—	**64 400**
21/12/2020	21/12/2023	120 700	—	—	—	—	—	**120 700**
13/12/2021	13/12/2024	58 800	—	—	—	—	—	**58 800**
12/12/2022	12/12/2025	—	120 000	—	—	—	—	**120 000**
Total		243 900	120 000	—	—	—	—	**363 900**

† Ceased to be a prescribed officer from 1 January 2022.
^ Ceased to be acting GCFO on 31 March 2021.

Special note on RA Shuter's LTIPs in accordance with his termination agreement

RA Shuter ended his four-year contract with MTN on 31 August 2020. As part of his exit agreement, the Board in 2021, agreed that shares allocated under the Group Performance Share Plan in 2018 and 2019, each vesting after three years, would all be retained and settled at the applicable settlement date. For the year ended December 2022, the allocation made in 2019 vested.

Although Rob was not an executive director of the Company during the year under review and did not receive any other remuneration after his exit, for transparency purposes, the Committee wishes to provide an update in respect of his shares under the aforementioned terms. This will be the last set of share settlement for RA Shuter.

This table presents the status of his shares for the 2022 financial year.

Date granted	Vesting date as per scheme rules	Number of shares awarded on grant date	Number of shares vested in 2022	Number of shares outstanding as at 31 December 2022	Exercise price R	Settlement value (R'000)	Exercise date
20/12/2019	20/12/2022	457 100	**457 100**	**–**	130.2374	59 532	28/03/2023

Remuneration Report continued

Proposed 2023 NED fee structure

MTN's NED policy targets the market median for all NEDs. In line with this policy, where NEDS are below the market median, an adjustment is recommended to the Board. The adjustment is capped where this exceeds the approved budget.

The Board approved a 6.0% overall budget for NEDs paid in rand and a 2.98% budget for NEDs paid in foreign currency. From the overall budget pool, adjustments to the market median were approved but within the budgetted amounts. Based on the position of current fees to the market median, increases to NED fees were applied as follows:

Group Board of Directors

- The Chair did not receive an increase as current fees were already above the market median.
- Members received 8.72% adjustment to the market median.
- The LID received a 4.91% adjustment to the market median.
- No adjustments were made to non-resident NED fees.

Human Capital and Remuneration Committee

- The Chair did not receive an increase as current fees were already above the market median.
- Non-resident Chair received a 0.14% adjustment to the market median.
- Members received an 8.71% adjustment to the market median.
- No adjustments were made to non-resident Member NED fees.

Social, Ethics and Sustainability Committee

- The Chair received a 10.58% adjustment to the market median.
- Non-resident Chair received a 16.51% adjustment to the market median.
- Member did not receive an increase as current fees were already above the market median.
- Non-resident Member received a 11.18% adjustment to the market median.

Audit Committee

- The Chair received a 4.21% adjustment to the market median.
- No adjustments were made to non-resident Chair NED fees.
- Member received 6.00% adjustment to the market median.
- Non-resident Member received a 2.39% adjustment to the market median.

Risk Management and Compliance Committee

- The Chair received a 9.81% adjustment to the market median.
- Non-resident Chair received a 16.36% adjustment to the market median.
- Member received 2.12% adjustment to the market median.
- Non-resident Member received a 2.90% adjustment to the market median.

Director Affairs and Governance Committee

- The Chair received a 1.82% adjustment to the market median.
- Non-resident chair received a 2.84% adjustment to the market median.
- Members received 2.90% adjustment to the market median.
- Non-resident members received a 10.02% adjustment to the market median.

Acquisition, Investment and Board Finance Committee

- The Chair did not receive an increase as current fees were already above the market median.
- Members did not receive an increase as current fees were already above the market median.
- Non-resident Chair did not receive an increase as current fees were already above the market median.
- Non-resident members received a 6.76% adjustment to the market median.

Information Technology Committee

- The Chair received a 3.64% adjustment to the market median.
- Non-resident Chair received a 0.11% adjustment to the market median.
- Member received 2.75% adjustment to the market median.
- Non-resident Member received a 4.18% adjustment to the market median.

2016 ESOP Trust (Trustees) Committee

- The Chair received a 6.00% adjustment to the average of other small committees.
- Non-resident Chair received a 28.95% adjustment to the average of other small committees.
- Member received 6.00% adjustment to the average of other small committees.
- Non-resident Member received a 27.82% adjustment to the average of other small committees.

Group Sourcing Committee

- The Chair received a 6.00% adjustment to the average of other small committees.
- Non-resident Chair received a 28.95% adjustment to the average of other small committees.
- Member received 6.00% adjustment to the average of other small committees.
- No adjustments were made to non-resident Member NED fees.

Remuneration Report continued

Proposed 2023 NED fee structure:

In the table below, we have disclosed the policy fees payable for both local and international. Where the NED is a local, they will only be paid using the local fees and where the NED is foreign, the international fee will apply. It does not imply both fees are paid for a NED.

	Approved 2022 fees			Proposed 2023 fees			Percentage Increase		
	Annual retainer fee	Meeting attendance fee	Total fee	**Annual retainer fee**	**Meeting attendance fee**	**Total fee**	**Annual retainer fee**	**Meeting attendance fee**	**Total fee**
MTN Group Board									
Local Chairperson	R3 000 000	R173 500	R3 694 000	**R3 000 000**	**R173 500**	**R3 694 000**	**0.00%**	**0.00%**	**0.00%**
International Chairperson	€ 265 787	€ 15 371	€ 327 271	**€ 265 787**	**€ 15 371**	**€ 327 271**	**0.00%**	**0.00%**	**0.00%**
Local member	R193 815	R72 644	R484 391	**R210 726**	**R78 982**	**R526 654**	**8.73%**	**8.72%**	**8.72%**
International member	€ 78 863	€ 7 886	€ 110 407	**€ 78 863**	**€ 7 886**	**€ 110 407**	**0.00%**	**0.00%**	**0.00%**
Lead independent director	R386 425	R96 565	R772 685	**R405 384**	**R101 303**	**R810 596**	**4.91%**	**4.91%**	**4.91%**
International Lead Independent Director	€ 71 767	€ 17 934	€ 143 503	**€ 71 767**	**€ 17 934**	**€ 143 503**	**0.00%**	**0.00%**	**0.00%**
Human Capital and Remuneration Committee									
Local Chairperson	R131 777	R49 391	R329 341	**R131 777**	**R49 391**	**R329 341**	**0.00%**	**0.00%**	**0.00%**
International Chairperson	€ 11 415	€ 4 279	€ 28 531	**€ 11 432**	**€ 4 285**	**€ 28 572**	**0.15%**	**0.14%**	**0.14%**
Local member	R56 596	R26 561	R162 840	**R61 524**	**R28 874**	**R177 020**	**8.71%**	**8.71%**	**8.71%**
International member	€ 5 199	€ 2 924	€ 16 895	**€ 5 199**	**€ 2 924**	**€ 16 895**	**0.00%**	**0.00%**	**0.00%**
Social, Ethics and Sustainability Committee									
Local Chairperson	R101 774	R38 145	R254 354	**R112 536**	**R42 179**	**R281 252**	**10.57%**	**10.58%**	**10.58%**
International Chairperson	€ 8 405	€ 3 150	€ 21 005	**€ 9 792**	**€ 3 670**	**€ 24 472**	**16.50%**	**16.51%**	**16.51%**
Local member	R54 983	R25 804	R158 199	**R54 983**	**R25 804**	**R158 199**	**0.00%**	**0.00%**	**0.00%**
International member	€ 4 092	€ 1 921	€ 11 776	**€ 4 549**	**€ 2 136**	**€ 13 093**	**11.17%**	**11.19%**	**11.18%**
Audit Committee									
Local Chairperson	R174 437	R65 381	R435 961	**R181 775**	**R68 131**	**R454 299**	**4.21%**	**4.21%**	**4.21%**
International Chairperson	€ 15 678	€ 5 876	€ 39 182	**€ 15 678**	**€ 5 876**	**€ 39 182**	**0.00%**	**0.00%**	**0.00%**
Local member	R79 937	R37 516	R230 001	**R84 733**	**R39 767**	**R243 801**	**6.00%**	**6.00%**	**6.00%**
International member	€ 6 605	€ 3 100	€ 19 005	**€ 6 763**	**€ 3 174**	**€ 19 459**	**2.39%**	**2.39%**	**2.39%**
Risk Management and Compliance Committee									
Local Chairperson	R153 384	R57 779	R384 500	**R168 438**	**R63 450**	**R422 238**	**9.81%**	**9.81%**	**9.81%**
International Chairperson	€ 12 595	€ 4 744	€ 31 571	**€ 14 656**	**€ 5 520**	**€ 36 736**	**16.36%**	**16.36%**	**16.36%**
Local member	R69 081	R32 566	R199 345	**R70 548**	**R33 258**	**R203 580**	**2.12%**	**2.12%**	**2.12%**
International member	€ 3 443	€ 3 443	€ 17 215	**€ 3 543**	**€ 3 543**	**€ 17 715**	**2.90%**	**2.90%**	**2.90%**
Directors Affairs and Governance Committee									
Local Chairperson	R98 826	R37 060	R247 066	**R100 628**	**R37 736**	**R251 572**	**1.82%**	**1.82%**	**1.82%**
International Chairperson	€ 8 513	€ 3 193	€ 21 285	**€ 8 754**	**€ 3 284**	**€ 21 890**	**2.83%**	**2.85%**	**2.84%**
Local member	R46 248	R21 705	R133 068	**R47 591**	**R22 335**	**R136 931**	**2.90%**	**2.90%**	**2.90%**
International member	€ 3 764	€ 1 766	€ 10 828	**€ 4 141**	**€ 1 943**	**€ 11 913**	**10.02%**	**10.02%**	**10.02%**

Remuneration Report continued

Proposed 2023 NED fee structure continued

	Approved 2022 fees			Proposed 2023 fees			Percentage Increase		
	Annual retainer fee	Meeting attendance fee	Total fee	**Annual retainer fee**	**Meeting attendance fee**	**Total fee**	**Annual retainer fee**	**Meeting attendance fee**	**Total fee**
Group Finance and Investment Committee									
Local Chairperson	R108 972	R51 133	R313 504	**R108 972**	**R51 133**	**R313 504**	**0.00%**	**0.00%**	**0.00%**
International Chairperson	€ 7 101	€ 3 332	€ 20 430	**€ 7 101**	**€ 3 332**	**€ 20 430**	**0.00%**	**0.00%**	**0.00%**
Local member	R58 119	R27 270	R167 199	**R58 119**	**R27 270**	**R167 199**	**0.00%**	**0.00%**	**0.00%**
International member	€ 4 290	€ 2 013	€ 12 343	**€ 4 581**	**€ 2 149**	**€ 13 177**	**6.77%**	**6.75%**	**6.76%**
Information Technology Committee									
Local Chairperson	R122 268	R57 370	R351 748	**R126 719**	**R59 458**	**R364 551**	**3.64%**	**3.64%**	**3.64%**
International Chairperson	€ 7 671	€ 3 599	€ 22 068	**€ 7 680**	**€ 3 603**	**€ 22 092**	**0.12%**	**0.10%**	**0.11%**
Local member	R59 783	R28 051	R171 987	**R61 426**	**R28 822**	**R176 714**	**2.75%**	**2.75%**	**2.75%**
International member	€ 3 835	€ 1 800	€ 11 034	**€ 3 995**	**€ 1 875**	**€ 11 495**	**4.16%**	**4.19%**	**4.18%**
2016 ESOP Trust (Trustees)									
Local Chairperson	R88 807	R33 303	R222 019	**R94 135**	**R35 301**	**R235 339**	**6.00%**	**6.00%**	**6.00%**
International Chairperson	€ 7 581	€ 2 843	€ 18 953	**€ 9 776**	**€ 3 666**	**€ 24 440**	**28.95%**	**28.95%**	**28.95%**
Local member	R39 045	R18 325	R112 345	**R41 388**	**R19 425**	**R119 088**	**6.00%**	**6.00%**	**6.00%**
International member	€ 3 333	€ 1 564	€ 9 589	**€ 4 261**	**€ 1 999**	**€ 12 257**	**27.84%**	**27.81%**	**27.82%**
Sourcing Committee									
Local Chairperson	R88 807	R33 306	R222 031	**R94 135**	**R35 304**	**R235 351**	**6.00%**	**6.00%**	**6.00%**
International Chairperson	€ 7 581	€ 2 843	€ 18 953	**€ 9 776**	**€ 3 666**	**€ 24 440**	**28.95%**	**28.95%**	**28.95%**
Local member	R51 893	R24 350	R149 293	**R55 007**	**R25 811**	**R158 251**	**6.00%**	**6.00%**	**6.00%**
International member	€ 4 430	€ 2 079	€ 12 746	**€ 4 430**	**€ 2 079**	**€ 12 746**	**0.00%**	**0.00%**	**0.00%**

Note: Where the NED is local, they will only be in receipt of the local fees and where the NED is foreign, the international fee will apply. Both fees are not paid for a NED.

Remuneration Report continued

Year-on-year comparison of remuneration paid to non-executive directors

2022	**Date appointed**	**Retainer# R'000**	**Attendance# R'000**	**Special Board R'000**	**Strategy session R'000**	***Ad hoc* work R'000**	**Total R'000**
Non-executive directors							
MH Jonas	01/06/2018	**3 150**	**1 114**	**40**	**521**	**9**	**4 834**
SN Mabaso-Koyana	01/09/2020	**407**	**702**	**66**	**218**	**91**	**1 484**
NP Gosa	01/04/2021	**396**	**743**	**53**	**218**	**82**	**1 492**
PB Hanratty+	01/08/2016	**270**	**337**	**44**	**218**	**26**	**895**
S Kheradpir+	08/07/2015	**1 576**	**930**	**44**	**408**	**79**	**3 037**
SP Miller+	01/08/2016	**1 489**	**1 048**	**40**	**408**	**79**	**3 064**
KDK Mokhele	01/07/2018	**615**	**838**	**40**	**290**	**9**	**1 792**
CWN Molope	01/04/2021	**380**	**685**	**66**	**218**	**82**	**1 431**
T Pennington††+	01/08/2022	**843**	**634**	**39**	**–**	**22**	**1 538**
VM Rague+	01/07/2019	**1 728**	**1 117**	**22**	**408**	**87**	**3 362**
SLA M Sanusi+	01/07/2019	**1 529**	**1 128**	**57**	**408**	**70**	**3 192**
NL Sowazi	01/08/2016	**434**	**781**	**44**	**218**	**26**	**1 503**
BS Tshabalala^	01/06/2018	**185**	**131**	**4**	**–**	**38**	**358**
Total		**13 002**	**10 188**	**559**	**3 533**	**700**	**27 982**

\+ *Fees have been paid in euros.*
\# *Retainer and attendance fees include fees for board and committee representation and meetings.*
†† *Appointed on 1 August 2022.*
^ *Retired on 28 May 2022.*

2021	Date appointed	Retainer# R'000	Attendance# R'000	Special Board R'000	Strategy session R'000	*Ad hoc* work R'000	Total R'000
Non-executive directors							
MH Jonas	01/06/2018	3 135	917	547	1 271	–	5 870
SN Mabaso-Koyana	01/09/2020	376	535	244	315	75	1 545
NP Gosa^	01/04/2021	292	494	185	290	9	1 270
PB Hanratty+	01/08/2016	275	326	230	218	66	1 115
S Kheradpir+	08/07/2015	1 603	882	443	616	9	3 553
AT Mikati~^^	18/07/2006	771	359	166	139	18	1 453
SP Miller+	01/08/2016	1 516	924	443	616	9	3 508
KDK Mokhele	01/07/2018	582	767	330	379	9	2 067
CWN Molope^	01/04/2021	250	417	95	290	75	1 127
VM Rague+	01/07/2019	1 760	998	438	616	18	3 830
SLA M Sanusi+	01/07/2019	1 516	924	443	616	68	3 567
NL Sowazi	01/08/2016	395	600	230	218	66	1 509
BS Tshabalala	01/06/2018	373	548	153	290	9	1 373
Total		12 844	8 691	3 947	5 874	431	31 787

\+ *Fees have been paid in euros.*
\# *Retainer and attendance fees include fees for board and committee representation and meetings.*
^ *Appointed on 1 April 2021.*
^^ *Retired on 28 May 2021.*
~ *Fees paid to M1 Limited*

Definitions for assured non-financial data

KPI	Criteria
Employee sustainable engagement score (%)	The MTN Group employee culture survey is conducted annually across each of the MTN Group's operating countries (referred to as Opcos), and within the MTN Group head office (management company referred to as manco). The survey reviews sustainable engagement across three major components: • **Engagement:** measuring the rational connection, emotional attachment and motivational aspect of Engagement. • **Enablement:** measuring if employees have an appropriate level of support in their work environment to ensure they are capable of doing their jobs well. • **Energy:** measuring employees' wellbeing to ensure people have capacity to perform at their best.
Calls to whistle-blower line	The anonymous tip-offs line is managed by a third party, who collects the tip-offs and reports to MTN. MTN is responsible for the investigation of the tip-off. The tip-off items received include fraudulent tip-offs and other administrative matters. An incident is regarded as received when the call is logged on the anonymous tip-offs line, evaluated by the contracted third party to eliminate dropped calls, prank calls and other non-events. Formal whistle-blowing reports are issued to MTN through the Deloitte Tip-offs Anonymous website. This excludes other internal whistleblowing or reports not conveyed through the Deloitte tip-offs line.
Net promoter score percentage for MTN South Africa, MTN Nigeria, and other key markets	Net promoter score (NPS) measures customers' experience with a brand through a simple question: "On a scale of 0 to 10, how likely would you be to recommend MTN to a friend or family member?" Responses of nine or 10 are considered 'promoters' while responses of seven or eight are considered 'passives'. Any score of six or below is considered to be a 'detractor'. Each country's NPS is calculated by subtracting the percentage of 'detractors' from the percentage of 'promoters'. Combined scores of multiple operations are calculated by weighting responses according to subscriber base within each operation. Other key markets include: Cameroon, Côte d'Ivoire, Iran and Uganda.
Total tax contribution (Rbn)	Tax-related payments made during the 1 January 2022 to 31 December 2022 period which relate to: 1. Taxes borne through the operation of the Company, including: • Corporate income tax. • Product and indirect taxes such as: › Custom duties. › Excise duties. › Value added tax (borne). › Other indirect taxes (e.g. but not limited to, country-specific taxes on services). • People and payroll taxes such as: › Unemployment insurance fund levy. › Occupational injuries and diseases levy. › Skills development levy. › Pay-as-you-earn settlements. • Withholding taxes. • Property taxes. • Stamp duty. • Operating licence fees. • Other government-specific levies (e.g. but not limited to local government permits, motor vehicle permits, property and municipal levies, registration fees and other government levies). 2. Taxes collected on behalf, and paid over, to the tax authorities, including: • Product and indirect taxes such as: › Value added tax (net of VAT collected by, and VAT refunded to, MTN). • People and payroll taxes such as: › Pay-as-you-earn. › Other employee taxes. › Unemployment insurance fund levy. • Withholding taxes such as: › Dividends tax.

Independent assurance practitioner's limited assurance report

INDEPENDENT ASSURANCE PRACTITIONER'S LIMITED ASSURANCE REPORT ON SELECTED SUSTAINABILITY PERFORMANCE INFORMATION REPORTED IN MTN GROUP LIMITED'S INTEGRATED REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

TO THE DIRECTORS OF MTN GROUP LIMITED

We have undertaken a limited assurance engagement on selected sustainability performance information (the "subject matter"), as described below, and presented in the MTN Group Limited Integrated Report for the year ended 31 December 2022 (the Integrated Report). This engagement was conducted by a multidisciplinary team specialising in non-financial assurance with relevant experience in sustainability reporting.

Limited assurance conclusion

Based on the procedures we have performed and the evidence we have obtained (and subject to the inherent limitations outlined elsewhere in this report), nothing has come to our attention that causes us to believe that the selected sustainability performance information as set out in the Subject Matter paragraph below for the year ended 31 December 2022, is not prepared in all material respects in accordance with MTN's measurement and reporting criteria (MTN's Criteria).

Subject matter

We have been engaged to provide a limited assurance conclusion in our report on the following selected sustainability performance information identified and selected by MTN's management as requiring independent external assurance:

No	Selected sustainability performance information	Unit of measurement	Reporting Boundary	Location disclosed in the Integrated Report	Location of description of MTN's Criteria in the Integrated Report
1	Employee sustainable engagement score	%	MTN Group Limited	page 16	page 130
2	Calls to whistle-blower hotline	Number	MTN Group Limited	page 16	page 130
3	Net Promoter Score (NPS) percentages: South Africa	%	MTN South Africa	page 16	page 130
4	Net Promoter Score (NPS) percentages: Nigeria	%	MTN Nigeria	page 16	page 130
5	Net Promoter Score (NPS) percentages: Other key markets	%	MTN Other key markets • Cameroon • Côte d'Ivoire • Iran • Uganda	page 16	page 130
6	Total tax contribution (Rbn)	ZAR	MTN Group Limited	page 16	page 130

The selected sustainability performance information prepared and presented in accordance with management's criteria are marked with the symbol LA ("Limited Assurance") in the Integrated Report to indicate that we have provided limited assurance over the selected sustainability performance information.

Other than as described in the preceding paragraph, which sets out the scope of our engagement, we did not perform assurance procedures on the other information included in the Integrated Report, and accordingly, we do not express a conclusion on this information.

MTN's responsibilities

The Directors of MTN are responsible for the selection, preparation, and presentation of the selected sustainability performance information in accordance with MTN's Criteria as set out on page 130 of the Integrated Report. These responsibilities include the identification of stakeholders and stakeholder requirements, key issues, commitments with respect to sustainability performance and design, implementation and maintenance of internal control and maintaining adequate records and making estimates that are relevant to the preparation of the Integrated Report and any references or statements of compliance with reporting frameworks applied, such that it is free from material misstatement, whether due to fraud or error.

The Directors of MTN are responsible for, in relation to application of the standards used in the preparation of the Integrated Report, those reports being prepared in accordance with the principles as per those standards.

The Directors are also responsible for determining the appropriateness of the measurement and reporting criteria in view of the intended users of the selected sustainability performance information and for ensuring that those criteria are publicly available to the Integrated Report users.

Independent assurance practitioner's limited assurance report

continued

Inherent limitations

Where MTN's reporting of the selected sustainability performance information relies on factors or methods derived by independent third parties, our assurance work has not included examination of the derivation of those factors or methods and other third-party information.

The scope of work was limited to the selected sustainability performance information disclosed in the Integrated Report and did not include coverage of data sets or information unrelated to the selected information, nor did it include information reported outside of MTN's Integrated Report, information relating to prior periods or comparisons against historical data.

Our assurance report does not extend to any disclosures or assertions relating to management's future performance plans, forward-looking statements or strategies disclosed in the Integrated Report.

Our Independence and Quality Management

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 corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards).

EY also applies International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Service Engagements, and accordingly maintains a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Our responsibilities

Our responsibility is to express a limited assurance conclusion on the selected sustainability performance information as set out in the Subject Matter paragraph, based on the procedures we have performed and the evidence we have obtained.

We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements other than Audits or Reviews of Historical Financial Information, issued by the International Auditing and Assurance Standards Board. Those Standards require that we plan and perform our engagement to obtain the appropriate level of assurance about whether the selected sustainability performance information is free from material misstatement.

The procedures performed in a limited assurance engagement vary in nature and timing and are less in extent than for a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

Summary of work performed

Limited assurance

A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) involves assessing the suitability in the circumstances of MTN's use of its reporting criteria as the basis of preparation for the selected sustainability performance information, assessing the risks of material misstatement of the selected sustainability performance information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the selected sustainability performance information. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement. A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the subject matter and related information and applying analytical and other appropriate procedures.

- For the selected sustainability performance information, we:
  - Performed analytical procedures to evaluate the reasonability of the reported performance results.
  - Obtained explanations from management in response to our analytical procedures and assessing the reasonability in the context of our understanding of the business.
  - Performed tests of detail on the selected performance information, on a selective basis, as part of assessing whether (i) the data has been appropriately measured, recorded, collated, and reported; and (ii) activities set out by management are appropriately evidenced and reported; and
  - Confirmation with internal or external parties; and
  - Performed procedures to:
    - Evaluate the competence, capabilities, and objectivity of external service providers acting as management's experts.
    - Obtain an understanding of the work of the management expert; and
    - Evaluate the appropriateness of the management expert's work as evidence, including assessing the data provided by MTN as an input to the expert's work.
- We also performed such other procedures as we considered necessary in the circumstances.

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

Other matters

No assurance procedures were performed on the prior year's Integrated Report. The information relating to the prior reporting periods has not been subject to our assurance procedures.

Independent assurance practitioner's limited assurance report

continued

Restriction of Liability

Our report, including our conclusions, has been prepared solely for the Board of Directors of MTN in accordance with the agreement between us and for no other purpose. We permit this report to be published in MTN's Integrated Report for the year ended 2022, to assist the Directors in responding to their governance responsibilities by obtaining an independent assurance report in connection with the selected sustainability performance information.

To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Board of Directors of MTN for our work or for our report and the conclusion contained therein. We agree to publication of our assurance report within MTN's Report provided it is clearly understood by recipients or readers of the Integrated Report and that we accept no duty of care to them whatsoever in respect of our independent assurance report.

In preparing the Integrated Report, MTN applied the management approved measurement and reporting criteria as set out in the Integrated Report on page 130 ("MTN's Criteria"). Such Criteria were specifically designed by management for MTN's reporting purposes; as a result, the subject matter information may not be suitable for another purpose.

Maintenance and integrity of MTN's website is the responsibility of MTN's management. Our procedures did not involve consideration of these matters and, accordingly we accept no responsibility for any changes to either the selected sustainability performance information as reported, or our independent assurance report that may occur subsequent to the initial date of publication of the Integrated Report on MTN's website.

Ernst & Young Inc.

Ernst & Young Inc.
Associate Partner – Alexander Colyvas
Registered Auditor
Chartered Accountant (SA)

26 April 2023
102 Rivonia Road, Sandton,
Johannesburg
South Africa

Glossary

2G	Second generation mobile communications
3G	Third generation mobile communications
4G/LTE	Fourth generation or long-term evolution mobile communications
5G	Fifth generation mobile communications
AFS	Annual Financial Statements
AI	Artificial intelligence
AIP	Association of Independent Publishers
API	Application programming interface
ARP	Asset realisation programme
B-BBEE	Black economic empowerment
Capex	Capital expenditure
Capex intensity	Capex divided by revenue
CBN	Central Bank of Nigeria
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CHASE	MTN's framework to drive adoption of data services
Churn	Average disconnections in a period divided by average monthly customers
CSI	Corporate social investment
CODM EBITDA	Earnings before finance income and finance costs (which includes gains or losses on foreign exchange transactions and a loss on revision of cash flows from a JV), tax, depreciation and amortisation, and is also presented before recognising the following items: • impairment of JV and goodwill; • net monetary gain resulting from the application of hyperinflation; • share of results of associates and JVs after tax; • hyperinflation; • tower sale profits; • gain on disposal/dilution of investment in associate and JV; • gain on disposal of subsidiary; and • impairment loss on remeasurement of non-current assets held for sale.
COO	Chief Operating Officer
COVID-19	The novel coronavirus
CP	Company performance
CVM	Customer value management
EEP	Expense efficiency programme
EPS	Earnings per share
ESG	Environmental, social and governance
ESOP	Employee share ownership plan
Exco	Executive Committee
Financial capital	Debt and equity financing, cash generated from operations and investments
Fintech	Includes MTN Mobile Money, e-commerce, insurance, airtime lending and data monetisation streams
Forex	Foreign exchange
FTTX	Fibre to the x. Any broadband architecture using fibre to provide all or part of the local loop for last mile telecoms
GDP	Gross domestic product
GHG	Greenhouse gas
GSMA	The GSM Association
HEPS	Headline earnings per share
Holdco	Holding company
Human capital	The motivation, skills, safety and diversity of our employees, contractors, partners and suppliers
Hyperscaler	An operator of a data centre that offers scalable cloud computing services.
ICASA	Independent Communications Authority of South Africa
ICT	Information and communication technologies
IFRS	International Financial Reporting Standards
Intellectual capital	Our culture; our know-how; proprietary and licensed technology: procedures and processes
IPO	Initial public offering
IoT	Internet of Things
ITU	International Telecommunication Union
JSE	Johannesburg Stock Exchange
JV	Joint venture
KPI	Key performance indicators
KYC	Know your customer: a process to identify and verify customer identity
LA	Limited assurance
LTI	Long-term incentive
M&A	Mergers and acquisitions
Manufactured capital	Our networks; 2G, 3G, 4G and 5G base stations and fibre; electronic devices; public infrastructure.
MENA	Middle East and North Africa
MFS	Mobile financial services
MNO	Mobile network operator
MoMo	MTN Mobile Money
MSR	Minimum shareholding requirement
MOU	Minutes of use
Naas	Network as a service
Natural capital	Spectrum, energy and land
NIN	National identification numbers
NM	Not measurable
NPS	Net promoter score
Opcos	Our operating companies
Opex	Operating expenditure
OTH	Own the Home
PSB	Payment Services Bank
QoS	Quality of service
ROACE	Return on average capital employed
ROE	Return on equity
SDG	Sustainable Development Goals
SEA	Southern and East Africa region
SIM	Subscriber identity module
SME	Small and medium enterprise
SMP	Significant market power
SMS	Short message service
Social capital	Trusted relationships with customers, communities, governments and regulators, suppliers, trade unions, industry bodies and civil rights groups
SRP	Share rights plan
SSA	Sub-Saharan Africa
TP	Team performance
TSR	Total shareholder return
UN	United Nations
USME	MTN's programme to sustain demand for voice services
USSD	Unstructured supplementary service data
VP	Vice-President
WECA	West and Central Africa
WFH	Work from home
YoY	Year-on-year

Administration

MTN GROUP LIMITED
Incorporated in the Republic of South Africa

Company registration number:
1994/009584/06
ISIN: ZAE000042164
Share code: MTN

Board of directors
MH Jonas^
KDK Mokhele^
RT Mupita[1]
TBL Molefe[1]
NP Gosa^
PB Hanratty[2]^
S Kheradpir[3]^
SN Mabaso-Koyana^
SP Miller[4]^
CWN Molope^
N Newton-King^ (appointed 1 January 2023)
T Pennington[5]^ (appointed 1 August 2022)
NL Sowazi^
SLA Sanusi[6]^
VM Rague[7]^

[1] Executive
[2] Irish
[3] American
[4] Belgian
[5] British
[6] Nigerian
[7] Kenyan

^ Independent non-executive director
 # Non-executive director

Group Company Secretary
PT Sishuba-Bonoyi
Private Bag X9955, Cresta, 2118

Registered office
216 – 14th Avenue
Fairland
Gauteng, 2195

American depository receipt (ADR) programme
Cusip No. 62474M108
ADR to ordinary share 1:1

Depository:
The Bank of New York Mellon
101 Barclay Street, New York NY, 10286, USA

MTN Group sharecare line
Toll free: 0800 202 360 or +27 11 870 8206
if phoning from outside South Africa

Transfer secretaries
Computershare Investor Services
Proprietary Limited
Registration number 2004/003647/070
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196
PO Box 61051, Marshalltown, 2107

Joint auditors
PricewaterhouseCoopers Inc.
4 Lisbon Lane, Waterfall City, Jukskei View, Johannesburg, South Africa, 2090

Ernst & Young Inc.
102 Rivonia Road, Sandton, Johannesburg, South Africa, 2146

Lead sponsor
J.P. Morgan Equities (SA) Proprietary Limited
1 Fricker Road, cnr Hurlingham Road,
Illovo, 2196

Joint sponsor
Tamela Holdings Proprietary Limited
Ground Floor, Golden Oak House,
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Attorneys
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Website: http://www.mtn.com
Date of release: 26 April 2023

Forward-looking information
Opinions and forward-looking statements expressed in this report represent those of the Company at the time. Undue reliance should not be placed on such statements and opinions because by nature, they are subjective to known and unknown risk and uncertainties and can be affected by other factors that could cause actual results and Company plans and objectives to differ materially from those expressed or implied in the forward-looking statements.

Neither the Company nor any of its respective affiliates, advisers or representatives shall have any liability whatsoever (based on negligence or otherwise) for any loss howsoever arising from any use of this report or its contents or otherwise arising in connection with this presentation and do not undertake to publicly update or revise any of its opinions or forward-looking statements whether to reflect new information or future events or circumstances otherwise.

Mapping our SDG impact:
In 2021, MTN Group implemented an SDG prioritisation tool to determine the SDGs and SDG Ambition Benchmarks on which we could deliver the biggest impact, while creating business value. It considers three dimensions – impact potential, strategic alignment and risk management potential – for which scores are attributed against defined qualitative criteria. The tool considers various internal and external assessments such as our risk register and industry research. It also incorporates stakeholder views collected through surveys, workshops and materially assessments. The results are then refined to ensure alignment with our strategy.

www.mtn.com

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