



MTN GROUP

**CONFLICTS OF INTEREST REGISTER:
APRIL 2024**

In terms of paragraph 7.6 of the JSE Debt Listings Requirements, the actual and/or potential conflicts of interests and personal financial interests declared by Mobile Telephone Networks Holdings Limited's board members and management.

Mobile Telephone Networks Holdings Limited ("**MTN Holdings**") is a wholly owned subsidiary of MTN Group Limited ("**MTN**"). MTN's conflicts of interest policy applies to MTN Holdings and other members of the MTN group of companies (the "**Group**").

The Group's conflicts of interest management framework guides operations on implementing processes, procedures and internal controls to ensure all employees and directors are aware of their duties and responsibilities to avoid any imminent conflict of interest, identify present conflicts of interest, and to ensure disclosure and management of existing or potential conflicts of interest.

All actual or potential conflicts of interest in respect of an individual must be disclosed to the Group in writing and must include the disclosure of all relevant ownership or financial interests that the representative has or is eligible for, and the nature of any relationship or arrangement with a third party that gives rise to a conflict of interest within the context of their employment with the Group. The framework also deals with the issues around human resources and employment procedures to guard against nepotism and favouritism. To manage conflict of interest matters, all directors and employees are required to declare their interests on an annual basis. Records will be stored and maintained accordingly. Senior leadership authorisation and approval processes are followed when conflicts of interest are declared. All breaches are dealt with through internal disciplinary processes.

The conflicts of interest policy is available on MTN's corporate website at <https://www.mtn.com/investors-shareholders/?tablink=debt-and-funding-updates>

CONFLICTS OF INTEREST REGISTER: MTN GROUP

as of April 2024

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
Shaygan Kheradpir	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Limited - Mobile Telephone Networks Holdings Ltd - MTN International (Pty) Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Aura Networks US - Live Earth - Pivotal Commware - Federated Wireless - Eliyan - Untether AI - Source Code - Red River - Cerberus Capital 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008. 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
			<ul style="list-style-type: none"> - Restrictions related to sanctioned countries 	<ul style="list-style-type: none"> - As an American citizen and in accordance to the laws of his country, Shaygan cannot consider matters relating to sanctioned countries. Iran is one of MTN's OPCOs and therefore, he cannot be part of any discussions relating to MTN Irancell.
Nkululeko Sowazi	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Limited - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - TIH Africa Ltd - Grindrod Limited - Home Loan Guarantee Company NP 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008. 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - Housing for HIV - HFGAre - HFGA - YomanE Inc Bahamas - YomanE - YomanE Mauritius - HFGA Investment Limited Seychelles - AGTS Bahamas - Idwala Industrial Holdings Pty Ltd - IQ Business - Bayport Financial Services 2010 (Pty) Ltd - The One SP - EWF Partners - Westrate Trade and Investment - Immunotek - Kahma Group - Botswana Ash - Main Street 1388 - TCI Tiso 		

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - Tiso Skills Fund - Tiso Investments Holdings (Pty) Ltd (RF) - Sappi Limited - Bud Chemicals and Minerals - The Foschini Group 		
Stanley Miller	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Leaderman NV Belgium Ltd - Leaderman Luxembourg SARL - ULS BVBA Belgium Ltd - AIH SPF S.A Luxembourg 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
Ralph Mupita	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd - Mobile Telephone Networks (MTN SA) (Pty) Ltd - MTN Group Management Services (Pty) Ltd - MTN Nigeria Communications Ltd - MTN Dubai Limited - Mobile Telephone Networks (NIC) B.V Pty Ltd - Group Fintech B.V (14th Avenue Holdings B. V) - Mobile Telephone Networks Business Solutions Propriety Limited - Mobile Telephone Network Netherlands B.V Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - MTN Group Fintech Proprietary Limited - AYO Holdings <p>Other directorships:</p> <ul style="list-style-type: none"> - Rupinda Family Trust - Rupinda Properties (Pty) Ltd - Principals Academy Trust - Harvard Business School Africa Advisory Board - UCT Engineering and Built Environment Advisory Board - World Economic Forum Edison Alliance - Broadband Commission for Sustainable Development 		
Mcebisi Jonas	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Northam Platinum Ltd - RAM Hand Couriers Pty Ltd - Ntiso Investment Holdings Pty Ltd - Centre for Change - Khwela Capital - Nimble Group Pty (Ltd) - APEX Fund Services HoldCo SA 		approved by the relevant board.
Khotso Mokhele	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Delta Zero Corporation (Pty) Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - Kenosi Investment Holdings - Seasoned Capital - AECI Limited - Hans Merensky Holdings 1 - Hans Merensky Legacy Foundation - Westfalia Fruit International Limited - Hans Merensky Foundation SPBV - Merensky Timber - 821 Wendywood Ext 2 CC - Industrial Marketing Corporation of South Africa (Currently Non-Operating) 		
Vincent Rague	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

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		Other directorships: <ul style="list-style-type: none"> - UAP/Old Mutual Holdings Ltd - Jambojet Limited 		
			<ul style="list-style-type: none"> - Restrictions related to sanctioned countries. (US Citizen) 	<ul style="list-style-type: none"> - As an American citizen and in accordance to the laws of his country, Vincent cannot consider matters relating to sanctioned countries. Iran is one of MTN's OPCOs and therefore, he cannot be part of any discussions relating to MTN Irancell.
<i>Lamido Sanusi</i>	Director	Group entities: <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be

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		Other directorships: <ul style="list-style-type: none"> - Black Rhino Management Services SA (Pty) Ltd 		approved by the relevant board.
<i>Tsholofelo Molefe</i>	Director	Group entities: <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International (Pty) Ltd - MTN South Africa (Pty) Ltd - MTN Group Management Services (Pty) Ltd - MTN Nigeria Communications Ltd - Interserve Overseas - MTN Dubai Ltd - Easy Dial International Ltd - Investcom Mobile Communications Ltd - Scancom Plc (MTN Ghana) - Iran Cell Telecommunications 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

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		Services Company (Pty) Ltd - Mobile Telephone Networks NIC B.V - 14th Avenue Holdings B.V - MTN Business Solution (Pty) Ltd - MTN Group Fintech Proprietary Limited Other directorships: - Lettie Trust - Blue Blazer Foundation		
Noluthando Gosa	Director	Group entities: - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd Other directorships: - Arcelor Mital SA (Pty) Ltd - Likamva Resources Pty Ltd - Amandla Wensimbi	- A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008	- Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - Akhona Resources Pty Ltd - Akhona Mining Services Pty Ltd - Akhona Strategic Holdings - Akhona Strategic Investments - Akhona Basadi Pty Ltd - Malindi Capital Pty Ltd - Clidet No929 Pty Ltd - Sasfin Wealth Pty Ltd - Safcor Freight Pty Ltd - APEX Fund Services HoldCo SA - Investing in Africa Mining Indaba (NPC) 	<p>Safcor Freight Pty (Ltd) is a service provider of MTN Group and/or its subsidiaries.</p>	
Nosipho Carol Molope	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - MTN International Pty Ltd - Mobile Telephone Networks Holdings Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

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		<p>Other directorships:</p> <ul style="list-style-type: none"> - Engen Ltd - EOH Holdings Limited - Alexander Forbes Group Holdings Limited - Burstone Group Property Fund - Exxaro Resources Ltd - Akula Trading 280 Pty Ltd - University of Johannesburg 	Alexander Forbes is a service provider of MTN Group and/or its subsidiaries.	Nosipho is a director, Alexander Forbes.
<i>Sindi Mabaso-Koyana</i>	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - MTN International Pty Ltd <p>Related</p> <ul style="list-style-type: none"> - MTN Zakhele Futhi (RF) Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Ace Fire Fixed Systems Pty Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 <p>MTN Zakhele Futhi is special purpose vehicle through which qualifying members of the Black Public indirectly invest and hold shares in MTN Group,</p>	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board. <p>Sindi is Director of MTN Zakhele Futhi (RF) Ltd</p>

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		<ul style="list-style-type: none"> - Ace Fire Suppression Technologies Pty Ltd - Behungwa Family Trust - Bell Equipment Limited - Zenex Education Foundation - BMW South Africa (Pty) Ltd - Bidvest Group Proprietary Limited - AIH Vikela (RF) (Bidvest Protea Coin) - AIH Capital Proprietary Limited - Futuregrowth Asset Management - SIBI Capital Proprietary Limited - K2017044733 (South Africa) (RF) Proprietary Limited - AIH General Fund 1 - AWCA Investment Holdings (RF) Pty Ltd - Behungwa Investment Holdings Pty Ltd 		

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - New Wave Advanced Group Pty Ltd - Phembani Group Pty Ltd - Sideway Trading Pty Ltd - Sun International Ltd - Nation Capital Advisors 		
<i>Timothy Pennington</i>	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - The Etches Collection 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board. <p>As a UK citizen and in accordance with the laws of his country, Tim cannot consider matters relating to sanctioned countries.</p>
<i>Nicola Newton-King</i>		<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

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		<p>Other directorships:</p> <ul style="list-style-type: none"> - Investec Plc - Investec Ltd - Stellenbosch University - Johannesburg Holocaust and Genocide Centre - Kings Kloof (Pty) Ltd - The Kloof Trust - Alnic Kloof Trust - PF Newton-King Will Trust 		