

**Mobile Telephone Networks Holdings Limited and its
subsidiaries**

(Registration number: 1993/001411/06)

Annual Financial Statements

for the year ended 31 December 2023

Mobile Telephone Networks Holdings Limited

Annual Financial Statements

for the year ended 31 December 2023

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The Group and Company financial statements were audited in terms of the Companies Act, No 71 of 2008 as amended.

The Group and Company Annual Financial Statements have been prepared by the MTN Finance staff under the guidance of the Group Finance Executive, S Perumal CA(SA) and was supervised by the Group Chief Financial Officer, TBL Molefe CA(SA).

These Annual Financial Statements were authorised on 29 April 2024 by the Board of Directors.

Mobile Telephone Networks Holdings Limited

Statement of directors' responsibility

for the year ended 31 December 2023

The directors are responsible for the integrity, preparation and fair presentation of the annual separate and consolidated financial statements of Mobile Telephone Networks Holdings Limited (the Company), its subsidiaries, joint ventures, associates and structured entities (together, the Group) in accordance with International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS) as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC), the South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the Johannesburg Stock Exchange (JSE) Listings Requirements and the requirements of the South African Companies Act, No 71 of 2008 as amended and the Company's memorandum of incorporation (MOI).

The Company also subscribes in all its activities to principles of best practice and corporate governance, as set out in the King IV Report on Corporate Governance for South Africa 2016 (King IV*).

The preparation of financial statements in conformity with IFRS requires management to consistently apply appropriate accounting policies, supported by reasonable judgements and estimates. The directors are of the opinion that the information contained in the Annual Financial Statements fairly present, in all material respects, the financial position at year-end and the financial performance and cash flows of the Group and the Company for the year then ended.

The directors have taken the responsibility for ensuring that accurate and complete accounting records are kept to enable the Group and the Company to satisfy their obligation with respect to the preparation of financial statements. The directors confirm that no facts have been omitted or untrue statements made that would make the financial statements false or misleading.

The directors are also responsible for the oversight of the Group's system of internal controls. This responsibility includes designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

The Group operates in an established control environment, which is documented and regularly reviewed. The Group Risk Management and Compliance Committee plays an integral role in risk management. Risk management and internal control procedures are designed to provide reasonable assurance that assets are safeguarded and that the risks facing the business are controlled.

Internal financial controls have been put in place to ensure that material information relating to the Company and the Group has been provided to effectively prepare the Annual Financial Statements. The internal financial controls are considered adequate and effective and can be relied upon in compiling the Annual Financial Statements. Where deficiencies in the design and operational effectiveness of internal financial controls have been identified, the Group continues to make improvements to the internal financial controls.

The directors are responsible for the controls over, and the security of, the website and where applicable, for establishing and controlling the process for electronically distributing Annual Financial Statements and other financial information to shareholders and to the Companies and Intellectual Property Commission.

The Group's internal audit function, which operates unimpeded by operational management, and has unrestricted access to the Group's Audit Committee, assesses and, when necessary, recommends improvements in the system of internal control and accounting practices, based on audit plans that take cognisance of the relative degrees of risk of each function or aspect of the business. The Group's internal audit function operates within the Group's combined assurance framework.

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Mobile Telephone Networks Holdings Limited

Statement of directors' responsibility (continued)

for the year ended 31 December 2023

The directors have reviewed the Group and the Company budgets and cash flow forecasts for the year to 31 December 2024. In light of this review, the current financial position and existing borrowing facilities, the going concern basis has been adopted in preparing the Group and the Company Annual Financial Statements. The directors have no reason to believe that the Company or its subsidiaries will not be going concerns in the year ahead. These financial statements support the viability of the Group and the Company.

The Group's external auditor, Ernst & Young Inc (EY) audited the Group and the Company Annual Financial Statements and their unqualified audit report is presented on pages 18 to 23.

The external auditor was given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the Board of Directors and committees of the Board. The directors believe that all representations made to the independent auditor during their audit are valid and appropriate.

The Group and the Company Annual Financial Statements which appear on pages 1 to 178 were approved for issue by the Board of Directors on 29 April 2024 and are signed on its behalf by:



RT Mupita

Group President and Chief Executive Officer (CEO)

Fairland



TBL Molefe

Group Chief Finance Officer (GCFO)

Fairland

Mobile Telephone Networks Holdings Limited

Certificate by the Company Secretary

for the year ended 31 December 2023

I certify that, to the best of my knowledge and belief, Mobile Telephone Networks Holdings Limited has filed all its returns and notices with the Registrar of Companies and Intellectual Property Commission for the year ended 31 December 2023, as required of a public company in terms of section 88(2)(e) of the Companies Act, No 71 of 2008 as amended and that such returns and notices are true, correct and up to date.



PT Sishuba-Bonoyi
Group Secretary

Fairland
29 April 2024

Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

This report is provided by the MTN Group Audit Committee (“the committee”), in respect of the 2023 financial year, in compliance with section 94 of the Companies Act, King IV, the JSE Listings Requirements and other applicable regulatory requirements, and describes how the committee has discharged its statutory duties in terms of the Companies Act and its additional duties assigned to it by the Board in respect of the financial year ended 31 December 2023.

COMPOSITION AND GOVERNANCE

Members of the committee are all independent non-executive directors, all of whom satisfy the requirements of section 94(4) of the Companies Act and King IV. The committee is adequately skilled, and all members possess the appropriate financial and related qualifications, skills, expertise and experience required to discharge their responsibilities.

The composition of the committee and the attendance at the meetings by its members during the 2023 financial year are set out below.

Members	2 February 2023*	6 March 2023	19 April 2023*	23 May 2023	28 July 2023*	7 August 2023	3 October 2023*	27 October 2023*	24 November 2023
SN Mabaso-Koyana	√	√	√	√	√	√	√	√	√
NP Gosa	√	√	√	√	√	√	√	√	√
CWN Molope	X	√	√	√	√	√	√	√	√
T Pennington	√	√	√	√	√	√	√	√	√
VM Rague	X	√	√	√	√	√	√	X	√

* Special meeting held.

X An apology was tendered for non-attendance.

√ Attended the meeting.

Four formal committee meetings were held in line with the Group’s financial reporting and regulatory cycle in the financial year under review. There were five ad hoc meetings held to consider and approve various head office subsidiary annual financial statements, MTN Group trading statements and JSE regulatory engagements. Members’ fees are included in the table of directors’ emoluments and related payments in note 10.

The Group President and CEO, the Group Chief Financial Officer, the Group Chief Risk Officer, the Group Chief Legal Counsel, the Group Executive: Internal Audit, the Group Executive: Finance, and representatives of the external auditor attend committee meetings by invitation. Other members of management are invited to attend certain meetings to provide the committee with assurance and greater insight into specific issues or areas in the Group.

The committee chairman has regular contact with the Group senior management team to discuss relevant matters directly during the year. The internal auditors and the external auditor have direct access to the committee, including closed sessions without management, during the year on any matter they regard as relevant to the fulfilment of the committee responsibilities. Further, the committee meeting agenda allows for the internal auditors, external auditor and senior management to meet separately with the members.

The committee chairman reports to the Group Board on committee activities and the matters discussed at each meeting, highlighting any key issues that the committee believes warrant action by the Board, and providing recommendations to resolve the said issues.

Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

COMPOSITION AND GOVERNANCE (continued)

The Group's Company Secretariat annually assesses the effectiveness of the committee. An external facilitated assessment is conducted every two years. Both processes are endorsed by the committee.

TERMS OF REFERENCE

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.

FEEDBACK ON KEY FOCUS AREAS FOR THE YEAR UNDER REVIEW

Key focus areas	Developments in key focus areas
Monitor the progress on the implementation and standardisation of key controls to further enhance the overall control environment.	<p>Progress on activities to coordinate and oversee the standardisation of key controls across key processes includes:</p> <ul style="list-style-type: none"> • Understanding the current maturity levels of the Finance Operating Model with an intention to identify opportunities for control improvement. • Developing an Internal Control Framework (ICF) in consultation with the organisation-wide assurance partner. • Launching a strategic initiative aimed at optimising control processes in six operating companies. • Fast tracking of the cloud Enterprise Resource Planning implementation to all operating companies and monitoring maturity after implementation.
Strengthening the effectiveness of internal controls and internal financial controls.	<p>The Group conducted proactive assessments to identify areas of improvement to analyse the people, processes and systems with specific focus on the internal financial control environment.</p> <p>The internal audit plan for the financial reporting period encompassed coverage of financial and non-financial factors to provide independent assurance on the adequacy and effectiveness of critical internal financial controls across the Group's operating and holding companies.</p> <p>Insights obtained from these targeted deep dives have led to control environment improvement efforts designed to address the specific areas of control improvement and beyond, specially where control design changes were necessary and warranted.</p>
Annual Financial Statements restatements identified during 2023.	<p>The committee considered management's assessment of accounting matters identified and evaluated the appropriate accounting treatment thereof, after considering the relevant legal and accounting opinions and views of the Group's auditor. The committee evaluated and reviewed the disclosure of the restatements and related stakeholder engagements.</p> <p>The committee reviewed management's assessment of the root cause analysis as well as the corrective actions to internal financial controls to mitigate risks in future.</p>

Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

FEEDBACK ON KEY FOCUS AREAS FOR THE YEAR UNDER REVIEW (continued)

Key focus areas	Developments in key focus areas
Oversight of the salient matters reported by the audit committees of the Group's operating companies.	The Group's operating companies including its platform businesses, Fintech and Bayobab, submit quarterly reports to the Group Audit Committee. The committee reviews these reports and identifies key themes or material items that require further management attention.
Review the progress on the implementation of the enterprise cloud solution across the Group's footprint.	The committee reviews the execution of the enterprise cloud solution against the Group's strategic implementation roadmap. During 2023, Scancom PLC Ghana (MTN Ghana) implemented the enterprise cloud solution in February 2023. Fintech Holdings continued deployment across its entities with a combination of enterprise resource planning solutions. The cloud payroll system was deployed in a number of South African-based entities.
Considered the enterprise resource planning set-up and readiness for the implementation of United Arab Emirates (UAE) corporate tax.	The enterprise resource planning system has been set up and implementation considerations are in the process of being finalised.
Review of internal audit and forensic services governance structures.	The committee reviewed the appropriate governance structures and effectiveness of the functions. The committee approved the separation of the internal audit and forensic services functions. Following the separation, the forensic services function formed part of the Group's Risk Management and Compliance function.
Ensure fair and balanced financial reporting.	<p>The committee considered the appropriateness of the Group's financial reporting to ensure fair and balanced reporting is achieved. The committee reviewed submissions and presentations by management on the financial results, significant transactions, critical accounting judgements and assumptions as well as views by the Group's auditor on key audit matters and internal auditors on internal financial controls.</p> <p>The committee has recommended that the Board approve the Annual Financial Statements.</p>

EXECUTION FUNCTIONS OF THE AUDIT COMMITTEE

The committee is satisfied that, in respect of the period under review, it has conducted its affairs and discharged its duties and responsibilities in accordance with its terms of reference and the Companies Act and paragraph 3.84(g) of the JSE Listings Requirements.

The committee discharged the following responsibilities during the year under review:

EXTERNAL AUDITOR

The committee is responsible for the appointment, compensation and oversight of the external auditor for the Group, namely Ernst & Young Inc (EY) in 2023. EY is a global auditing firm and is a level 1 broad-based black economic empowerment (B-BBEE) contributor.

During the period under review the committee:

- Considered and satisfied itself with the independence and objectivity of the external auditor and designated registered auditor and ensured that the scope of non-audit services rendered did not impair their independence.

Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

EXTERNAL AUDITOR (continued)

- Approved the non-audit related services performed by the external auditor during the year in accordance with the policy established and approved by the Board.

The fees paid for non-audit services are disclosed in note 2.3 of these Annual Financial Statements and represents 10% of audit fees, which is within the Group's policy of 25% of audit fees. These comprised:

	2023	2022
	%	%
Assurance related	57	35
Consulting	3	31
Tax	40	33
Other services	-	1
	100	100

Services assigned to the Group audit firms were pre-approved following an evaluation of the impact on auditor independence based on the Group's approved policy.

Services for larger assignments are individually evaluated by the committee and approved if the committee is satisfied that the independence of the audit firms will not be compromised. These appointments relate to work that will further complement the audit engagement or where the audit firm will be in a position to provide a higher quality or more cost-effective service. Other than for the fees for approved services, no other benefits were provided to the auditor. Larger projects during 2023 included limited assurance reviews on revenue assurance maturity and control self-assessment, agreed upon procedures on remuneration and tax administration and consultation services.

The committee performed the following oversight role of the external audit function:

- Determined the external auditor terms of engagement and fees for 2023. Fees paid to auditor for the year under review are disclosed in note 2.3 of these Annual Financial Statements.
- Satisfied itself with the performance of the external auditor and designated registered auditor.
- Satisfied itself that the designated registered auditor is within his tenure and rotation requirements.
 - EY has been auditing the Group for three years. Mr EAL Botha has been the engagement partner since 2021.
- Assessed the audit firm as well as the engagement partner's suitability for appointment, taking into account the quality of the audit work and related reporting to the committee, industry expertise of the firm and its designated partner, findings by the Independent Regulatory Board for Auditors (IRBA) and statements relating to independence as well as the representations made by the external auditor to the committee including those under ISQC 1 *International Standard on Quality Control 1*.
- The committee recommends the re-appointment of EY at the Company's 29th Annual General Meeting (AGM).

FINANCIAL STATEMENTS, ACCOUNTING PRACTICES AND OTHER FINANCIAL MATTERS

- Reviewed and approved the accounting policies and the Annual Financial Statements of the Group and the Company for the year ended 31 December 2023, and based on the information provided to it, the committee considered that, in all material respects, they are appropriate and comply with the provisions of the Companies Act, IFRS, the SAICA Financial Reporting Guides as issued by the APC, Financial Reporting Pronouncements as issued by the FRSC, and the JSE Listings Requirements as well as content from the JSE's annual proactive monitoring report and references to prior year reports highlighted therein.
- Reviewed the processes in place for the reporting of concerns and complaints relating to financial reporting and accounting practices, internal audit, contents of the Group's and the Company's financial statements, internal financial controls and any related matters. The committee can confirm that there were no such complaints of substance during the year under review.
- Reviewed Group tax exposures and assessed the appropriateness of the Group's tax policies.

Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

FINANCIAL STATEMENTS, ACCOUNTING PRACTICES AND OTHER FINANCIAL MATTERS (continued)

- Reviewed the Group Treasury Policy, compliance thereof and management's counter-party risk assessments.
- Considered the effectiveness of T Shomang as the Debt Officer in line with requirements of paragraph 7.3(g) of the JSE Debt Listings Requirements.
- Reviewed progress on litigation and legal exposures and the related accounting applied and disclosure included in these Annual Financial Statements.
- Received regular updates from management on the repatriation of funds from Group's operating entities.
- Considered the appropriateness of management judgements, estimates made and the accounting treatment of significant transactions.
- Considered if the established financial reporting procedures are appropriate and that the procedures are operating effectively, which includes a consideration of all entities included in the consolidated Group Annual Financial Statements. The committee considered if the Group had access to all the financial information of MTN Holdings Group Limited and its subsidiaries, associates and joint ventures to allow the Group to effectively prepare and report on the financial statements.

Significant matters that the Group Audit Committee has considered in relation to the Annual Financial Statements were:

Significant matters considered	Actions and conclusions
<p><i>Significant transactions for 2023 included:</i></p> <ul style="list-style-type: none"> • The Group disposed 160 million shares in MTN Ghana to pension funds as part of localisation for net proceeds of R215 million, decreasing the Group's effective shareholding by 1.3% to 82.8% (note 9.4.1.3). • The Group received an offer for Spacetel Guinea-Bissau S.A (MTN Guinea-Bissau) and Areeba Guinea SA (MTN Guinea-Conakry). The two operations have been classified as held for sale as at 31 December 2023 (note 9.4.2.2). 	<p>The committee considered the accounting treatments and the disclosures of the transactions proposed by management.</p> <p>The committee was satisfied that these transactions were appropriately accounted for and disclosed by management.</p>
<p><i>Judgement relating to uncertain tax exposure, legal and regulatory matters</i></p> <p>The Group operates in a number of complex and uncertain regulatory and tax jurisdictions where judgement is required in assessing the regulatory and tax exposures (note 1.5.7; note 3 and note 6.6).</p>	<p>The committee reviewed risk and compliance, legal and tax reports from management and requested opinions from independent specialists where it considered appropriate. The committee considered management's assessment of possible, probable and remote exposures and the related provisions and contingent liability disclosure on tax, regulatory and legal matters, in light of the latest correspondence on these matters by the respective authorities. The committee also considered the assessment by the Group's external auditor of the appropriate recognition, measurement and disclosure of uncertain tax, legal and regulatory matters.</p> <p>The committee was satisfied that the recognition, measurement and disclosure of uncertain tax, legal and regulatory matters by management was appropriate.</p>

Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

FINANCIAL STATEMENTS, ACCOUNTING PRACTICES AND OTHER FINANCIAL MATTERS (continued)

<p><i>Judgement applied regarding the impairment of cash-generating units</i></p> <p>Cash-generating units are tested at least annually for impairment to assess whether the recoverable amounts exceed the carrying amounts. The calculation of the recoverable amounts require judgement in estimating discount rates and future cash flows (note 1.5.1 and note 5.2.1).</p> <p>Following the binding offer for the sale of MTN Afghanistan Limited (MTN Afghanistan), the Group signed a sale and purchase agreement which closed on 21 February 2024. Accordingly, MTN Afghanistan's assets and liabilities have been presented as held for sale. An impairment loss of R900 million after writing down the carrying amount of the disposal group to its fair value less costs to sell has been recognised in profit or loss (note 9.4.2.1).</p> <p>Due to the conflict in Sudan, there was limited damage during the period to the network infrastructure, resulting in a R277 million impairment of property, plant and equipment. The impairment as at 31 December 2023 is R746 million due to hyperinflationary adjustments and exchange rate movements (note 5.1.1).</p> <p>An impairment loss of R48 million for property, plant and equipment and intangible assets was recognised for MTN Guinea- Bissau.</p>	<p>The committee reviewed submissions and presentations by management on the financial results, significant transactions, critical accounting judgements and assumptions as well as views by the Group's external auditor on key audit matters.</p>
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Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

INTERNAL AUDIT AND FORENSIC SERVICES FUNCTION OVERSIGHT

The committee has oversight over the Group internal audit and forensic services function (IAFS). The committee:

- Considered the effectiveness and independence of the internal audit function, its impact as a third line of assurance and monitored adherence to the annual internal audit plan.
- Reviewed the continued embedment of the third line of defence as a central reporting function and its effective positioning within the organisation's operation.
- Considered the appropriateness of IAFS key performance indicators (KPIs) for alignment to the mandate of an independent third line assurance function.
- Reviewed the performance of the Chief Audit Executive to assess her skills, experience, human resources and budgetary support from the organisation in order to successfully execute the IAFS mandate in the year under review.
- The Audit Committee obtained appropriate evidence to satisfy themselves that the Group IAFS function fulfilled its mandate appropriately.
- Reviewed the reported results of audit work and forensic investigations in order to be satisfied that they appropriately supported the final annual assessment of governance, risk management and system of internal controls of the Group.
- Reviewed the critical matters raised by the IAFS function, obtained and evaluated management's action plans to address those matters and assessed the adequacy of those actions to appropriately and sustainably resolve those critical matters.
- Considered the effectiveness of the combined assurances provided by all the lines of assurance, through a review of management's representations and attestations, reports from the risk and compliance function and other similar second lines of assurance, together with an evaluation of the assurance of third lines, namely external and internal audit functions.

INTERNAL FINANCIAL CONTROLS

The committee utilises the skills and expertise of the IAFS to monitor, review and evaluate the effectiveness of the internal financial controls. The committee:

- Reviewed the journey towards a digitally transformed operating model.
- Reviewed the assessment, prepared by internal audit, on the effectiveness of the Group's risk management, governance and system of internal financial controls. This assessment, together with the report on the overall control environment, formed the basis of the committee's recommendation to the Board in this regard. The Board's report on the effectiveness of the system of internal controls, which the committee fully supports, is included in the directors' report on page 16.
- Reviewed the report from the Group's forensic services function on the result of forensic investigations conducted in the period under review and their financial impact as they pertain to financial reporting.
- Provided oversight of a successful cyber risk management program. Monitored managements' preparation for and response to cyber threats. Reviewed reports from management on cybersecurity breaches.
- Reviewed the reports of the external auditor detailing the findings arising from their audit.

The IAFS performed an audit of the following in respect of the risk function:

- Reviewed the Group risk management framework i.e., policies and processes of risk identification, assessment, and continuous risk monitoring.
- Reviewed the matters related to financial reporting presented on the risk registers, its impact, likelihood of occurrence and mitigating actions.

GROUP CHIEF FINANCIAL OFFICER AND FINANCE FUNCTION

- Reviewed the performance of the GCFO, TBL Molefe, and was satisfied that she has the appropriate expertise and experience to fulfil this role and that she had performed appropriately for the year ended 31 December 2023.
- The committee also considered and has satisfied itself of the appropriateness of the expertise and experience of the group finance function and adequacy of resources employed to fulfil all financial, control and reporting requirements of the Group and management's actions to develop and strengthen finance skills across its footprint.

Mobile Telephone Networks Holdings Limited

Report of the Audit Committee (continued)

for the year ended 31 December 2023

GOING CONCERN STATUS

The committee was satisfied that the Group's and Company's Annual Financial Statements have been prepared on a going concern basis, and the directors are satisfied that the Group is in a sound financial position to meet its foreseeable cash requirements. The Board's statement on the going concern status of the Group and Company is contained on page 15 of the Directors' report.

SOLVENCY AND LIQUIDITY REVIEW

The committee is satisfied that the Board has performed a solvency and liquidity test on the Company in terms of section 46 of the Companies Act and has concluded that the Company will satisfy the test after payment of the final dividend.

The committee also considered guarantees issued on behalf of subsidiaries.

KEY FOCUS AREAS FOR 2024

The committee has set the following key areas of focus for 2024 in addition to its annual governance responsibilities:

- Consider the potential benefits from the introduction of RPA (Robotic Process Automation) for key finances processes and controls.
- Continue to review the implementation of the enterprise cloud solution across the Group's

footprint, the delivery of additional functionality, enhancements to platform performance management and incident resolution and the decommissioning of some legacy platforms.

- Continuous improvement of the separate governance structures for the Fintech Group and GlobalConnect Solutions Limited (Bayobab) enhancements to the related risk and control and compliance capabilities.
- Enhance specialised finance skills across the Group's operations and strengthen centres of excellence of key finance functions.

APPROVAL OF THE AUDIT COMMITTEE REPORT

The committee hereby confirms that it has functioned in accordance with its terms of reference and discharged its duties for the financial year under review.



SN Mabaso-Koyana
Group Audit Committee Chairman

29 April 2024

Mobile Telephone Networks Holdings Limited

Directors' report

for the year ended 31 December 2023

The Board of Directors is pleased to present its report for the year ended 31 December 2023. The report has been prepared based on the requirements of the Companies Act, No 71 of 2008, as amended (the Companies Act), King IV, the JSE Listings Requirements and other applicable regulatory requirements.

NATURE OF BUSINESS

The Company is a wholly owned subsidiary of MTN Group Limited, incorporated in the Republic of South Africa on 17 March 1993 (Registration number: 1993/001411/06) and carries on the business of an investment holding company. Through its investment holdings, the Group is a leading Pan-African mobile operator that provides a diverse range of voice, data, digital, fintech, wholesale and enterprise services. The Company's registered address is 216 14th Avenue, Fairland, Roodepoort, Gauteng, 2195.

COMPLIANCE WITH FINANCIAL REPORTING STANDARDS

The Group and the Company Annual Financial Statements were prepared in accordance with IFRS as issued by the IASB and Interpretations as issued by the IFRIC and comply with the SAICA Financial Reporting Guides as issued by the APC and Financial Reporting Pronouncements as issued by the FRSC, the JSE Listings Requirements and the requirements of the Companies Act.

FINANCIAL RESULTS

The Group recorded a profit after tax for the year ended 31 December 2023 of R4 315 million (2022: R23 518 million). Full details of the financial results of the Group and the Company are set out in these Annual Financial Statements and accompanying notes for the year ended 31 December 2023.

CURRENCY DEVALUATION

During the 2023 financial year, the naira devalued from NGN461 to NGN907 against the US\$ and foreign exchange losses of NGN740 billion (R20 975 million) were recognised in MTN Nigeria. These losses include NGN367 billion (R10 612 million) unrealised forex losses on leases.

RESTATEMENT OF LEASES

During the current year, MTN Nigeria restated its financial statements to account for the correct translation of the US\$ portion of the outstanding lease liabilities and the reassessment of the lease term. This resulted in the restatement of the previous year's financial statements with a R2 395 million reduction in retained income at 31 December 2022. Please refer to note 11 for further details.

CAPITAL EXPENDITURE

Capital expenditure for the year ended 31 December 2023 amounted to R63 298 million (2022: R53 434 million) which comprised the following:

	2023 Rm	2022 Rm
Property, plant and equipment	32 772	32 203
Land and buildings	358	1 089
Leasehold improvements	71	77
Network infrastructure	22 246	19 849
Information systems, furniture and office equipment	1 413	1 522
Capital work -in-progress/other ¹	8 357	9 450
Spare parts	203	82
Vehicles	124	134
Intangible assets	8 086	5 984
Software	6 697	4 749
Capital work -in-progress	1 389	1 235
Leased assets	22 437	15 914
Right-of-use assets	22 437	15 914
	63 295	54 101

¹ The majority of capital work-in-progress relates to long-term network infrastructure projects.

Mobile Telephone Networks Holdings Limited

Directors' report (continued)

for the year ended 31 December 2023

CAPITAL EXPENDITURE (continued)

Licences and spectrum acquired during the year:

	2023 Rm	2022 Rm
MTN Zambia Limited (MTN Zambia)	259	221
Mobile Money Rwanda Limited	-	25
Mobile Telephone Networks (Pty) Ltd (MTN SA)	1 967	3 240
MTN Nigeria Communications PLC (MTN Nigeria)	4 454	4 426
Areeba Guinea S.A (MTN Guinea-Conakry)	-	839
Congo-Brazzaville S.A (MTN Congo B)	12	84
Scancom PLC (MTN Ghana)	804	159
Lonestar Communications Corp (MTN Liberia)	-	57
MTN Sudan Company Limited (MTN Sudan)	228	-
	7 724	9 051

RELATED PARTY TRANSACTIONS

Details of related party transactions are set out in note 10.1 of these Annual Financial Statements.

YEAR UNDER REVIEW

The results of the Group and Company have been set out in the attached Annual Financial Statements.

LITIGATION

MTN conducts its business in a responsible and compliant manner in all its territories and will defend its position where necessary. The below matters have each been assessed as remote and therefore no contingent liabilities have been disclosed.

MTN Afghanistan Anti-Terrorism first complaint (Cabrera v Black & Veatch)

On 27 December 2019, a complaint for violation of the Anti-Terrorism Act (ATA) was filed in the United States District Court for the District of Columbia against MTN Group, MTN Afghanistan and others. MTN filed a motion to dismiss the complaint on the basis that MTN is not subject to the jurisdiction of the US courts and that the

complaint fails to articulate a viable claim under the ATA. On 30 July 2021 the magistrate judge issued a report and recommendation (R&R) recommending that the case against the MTN defendants be dismissed. On 27 November 2023, the plaintiffs filed an application for leave to amend their complaint. MTN is opposing the application.

Irancell Anti-Terrorism second complaint (Zobay v MTN)

In 2021, a complaint for violation of the US Anti-Terrorism Act (ATA) was filed in the United States District Court for the Eastern District of New York, against MTN Group Limited, MTN (Dubai) Limited (MTN Dubai), and other defendants, including Irancell Telecommunication Company (PJSC). MTN Group and MTN Dubai filed a Motion to Dismiss on the basis that they are not subject to the jurisdiction of the US courts and that the complaint fails to articulate a viable claim under the ATA. On 28 September 2023, the court denied MTN Group's motion but dismissed the claim against MTN Dubai. MTN has filed an application for leave to appeal and awaits the court's decision.

Irancell Anti-Terrorism third and fourth complaints (Chand v MTN and Davis v MTN)

On 27 March 2022, two further complaints for violation of Anti-Terrorism Act (ATA) were filed in the United States District Court for the District of Columbia against MTN Group Limited, two former MTN executives and Irancell Telecommunication Company (PJSC). MTN filed a Motion to Dismiss on the basis that MTN is not subject to the jurisdiction of the US courts and that the complaint fails to articulate a viable claim under the ATA. On 28 July 2023, the court denied MTN's motion and granted plaintiffs leave to pursue jurisdictional discovery.

Irancell Anti-Terrorism fifth complaint (Long v MTN)

On 28 July 2023 a new complaint for violations of the US Anti-Terrorism Act (ATA) was filed in the United States District Court for the Eastern District of New York against MTN Group, MTN Dubai (Limited) (MTN Dubai) and other defendants, including Irancell Telecommunication Company (PJSC) (Irancell). The complaint alleges that MTN supported anti-American militias in Iraq, Afghanistan and Syria by, among other things, participating as a minority, non-controlling shareholder (49% shareholding) in Irancell and thereby, allegedly, indirectly supported Iran's Islamic Revolutionary Guard Corps. The claim is predicated on similar core factual allegations as the previous ATA cases that have already been

Mobile Telephone Networks Holdings Limited

Directors' report (continued)

for the year ended 31 December 2023

Irancell Anti-Terrorism fifth complaint (Long v MTN) (continued)

filed against MTN. MTN will file a Motion to Dismiss in due course.

Turkcell claim

The claim was initiated by Turkcell and the East Asian Consortium (EAC) as plaintiffs against MTN Group Limited and certain of its subsidiaries. The plaintiffs are allegedly aggrieved by their unsuccessful bid to obtain a mobile licence in Iran, and the awarding of that licence to Irancell in 2005. MTN Group Limited has consistently opposed this claim on the basis that the licence to Irancell was validly issued and that the allegations made by the plaintiffs are without merit. During November 2020, Turkcell withdrew as a plaintiff, leaving EAC as the sole plaintiff in the action against MTN. In a judgment handed down by the High Court of South Africa on 30 November 2022, EAC's action against MTN has been dismissed with costs. EAC has appealed and the appeal is presently pending before the Supreme Court of Appeal.

BORROWING POWERS

In terms of the memorandum of incorporation (MOI), the borrowing powers of the Company are unlimited. However, all borrowings by the Company are subject to limitations set out in the treasury policy of the Group. The details of borrowings are disclosed in note 6.1.

GOING CONCERN

The directors have reviewed the Group's and Company's budget and cash flow forecasts for the twelve months following the date of approval of these annual financial statements. On the basis of this review, the current financial position and existing borrowing facilities, the directors are satisfied that the Company and the Group have access to adequate resources to continue in operational existence for the foreseeable future, are going concerns, and have continued to adopt the going concern basis in preparing the Annual Financial Statements.

SUBSIDIARY COMPANIES AND JOINT VENTURES

Details of subsidiaries and joint ventures in which the Group has a direct or indirect interest are set out in note 9.1 of these Annual Financial Statements.

All Group entities have a year-end consistent to that of the Company with the exception of Irancell, a joint venture of the Group that has a year-end of

21 December for Group reporting purposes and a statutory year end of 21 March.

DISTRIBUTION TO SHAREHOLDERS

Before declaring dividends, the Board:

- Applied the solvency and liquidity test.
- Assesses whether the Company would satisfy the solvency and liquidity test immediately after payment of the interim and final dividend.

The payments of future dividends will depend on the Board's ongoing assessment of the Group's earnings, financial position, cash needs, future earnings prospects and other future factors.

Dividends

Notice is hereby given that a gross final dividend of 1 236 cents per share for the period to 31 December 2023 has been declared payable to the shareholder. The number of ordinary shares in issue at the date of this declaration is 525 757 682.

SHARE CAPITAL

Authorised share capital

There was no change in the authorised share capital of the Company during the year under review. The authorised ordinary share capital of the Company is 1 500 million shares of 0.01 cents each.

Issued share capital

The issued share capital of the Company is R525 757 682 (2022: R525 757 682) comprising R525 757 682 (2022: 525 757 682) ordinary shares of 0.01 cents each.

CONTROL OF UNISSUED SHARE CAPITAL

The unissued ordinary shares are the subject of a general authority granted to the directors in terms of section 38 of the Companies Act. As this general authority remains valid only until the next AGM, shareholders will be asked at that meeting to consider an ordinary resolution placing the said unissued ordinary shares, to a maximum of 10% of the Company's issued share capital, under the control of the directors until the next AGM.

The Company did not exercise this authority during the current or prior financial year.

ACQUISITION OF THE COMPANY'S OWN SHARES

At the last AGM held on 07 September 2023, shareholders gave the Company or any of its subsidiaries a general approval in terms of section 48 of the Companies Act, by way of special

Mobile Telephone Networks Holdings Limited

Directors' report (continued)

for the year ended 31 December 2023

ACQUISITION OF THE COMPANY'S OWN SHARES (continued)

resolution, for the acquisition of its own shares. As this general approval remains valid only until the next AGM, shareholders will be asked at that meeting to consider a special resolution to renew this general authority until the next AGM, subject to a maximum extension of 15 months.

RETIREMENT BY ROTATION OF DIRECTORS

In accordance with the Company's MOI, N Sowazi, S Miller and T Molefe will retire by rotation at the forthcoming AGM. The retiring directors, being eligible, offer themselves for re-election.

APPOINTMENTS AND RESIGNATIONS

N Newton-King was appointed as an independent non-executive director with effect from 1 January 2023.

There were no resignations and no other director appointments other than those mentioned above during the year under review.

COMPANY INDEMNITY DISCLOSURE

In accordance with paragraph 135.2 of the Company's MOI, which states that the Company may "advance expenses to a director to defend litigation in any proceedings arising out of the director's service to the Company. The Company has accordingly, approved an indemnity for its directors and prescribed officers, the extent of the indemnity is stated below:

The directors and prescribed officers of Mobile Telephone Networks Holdings Limited (who fall within the definition of director in terms of Section 78 of the Companies Act) (directors), are hereby indemnified in respect of any liability arising other than contemplated in section 78(6) of the Companies Act, and the Company will advance the director's reasonable expenses to defend litigation in any proceedings arising out of the director's service to the Company and hereby indemnify the directors in respect of such expenses subject to the provisions of section 78(8) of the Companies Act.

DIRECTORS AND PRESCRIBED OFFICERS' INTERESTS, SHAREHOLDINGS AND DEALINGS

Details of the interests of directors and prescribed officers' shareholdings and dealings are provided in note 10.2.

EMPLOYEE SHARE SCHEMES

Details of the Group's share schemes are provided in note 8.4.

CHANGES IN SHAREHOLDING

MTN Guinea-Bissau and MTN Conakry

The Group signed a sale and purchase agreement for the sale of MTN Guinea-Bissau and Guinea-Conakry for a consideration of US\$1 for each of the companies. The two operations have been classified as held for sale as at 31 December 2023.

MTN Ghana transactions

The net impact of the MTN Ghana localisations and scrip dividend resulted in the Group's effective shareholding decreasing to 81.04%.

MTN Nigeria scrip dividend

In August 2023, the Group elected a scrip dividend from MTN Nigeria which resulted in an increase of the shareholding from 75.7% to 76.3%. The scrip dividend was accounted for as a change in shareholding with the related loss being recognised in equity on issue of the shares.

INTERNAL FINANCIAL CONTROLS

During the year under review, the Board, through the Audit Committee, assessed the results of the formal documented review of the Group's system of internal controls and risk management, including the design, implementation and effectiveness of the internal financial controls conducted by internal audit and considered information and explanations given by management and discussions with the external auditor on the results of the audit. Although certain weaknesses in financial controls, whether in design, implementation or execution were identified, the internal financial controls are considered adequate and effective and can be relied upon in compiling the Annual Financial Statements.

Where deficiencies in the design and operational effectiveness of internal financial controls have been identified, remedial actions have been initiated.

IT GENERAL CONTROLS

In line with King IV, the MTN Board has oversight of IT governance and IT general controls. MTN is committed to established IT governance policies, to ensure the efficacy of IT general controls, and integrating IT risks into the organisation's overarching risk management practices. The Group Risk and Compliance Committee, guided by the Board's directives, is particularly vigilant in overseeing IT general controls, placing information

Mobile Telephone Networks Holdings Limited

Directors' report (continued)

for the year ended 31 December 2023

IT GENERAL CONTROLS (continued)

security as a priority due to the increasing cyberthreat landscape.

Furthermore, the Audit Committee reviews the effectiveness of the IT governance and control mechanisms in the assurance reports provided by both internal and external auditor. The implementation of a combined assurance framework facilitates continuous feedback across different control and governance lines, ensuring a holistic and integrated approach to IT risk and control within MTN.

EVENTS AFTER THE REPORTING PERIOD

MTN Fintech and Mastercard

The Group signed definitive agreements with Mastercard on 5 February 2024 for a minority investment of up to US\$200 million into MTN Fintech at a valuation of US\$5.2 billion. It will be treated as a transaction with non-controlling interests, with any gain or loss recognised in equity on closing.

MTN Afghanistan

The Group signed a sales and purchase agreement to sell its entire investment in MTN Afghanistan. The related assets and liabilities were classified as non-current assets held for sale up until the effective date of the sale.

Subsequent to year-end, the transaction closed on 21 February 2024 and has been reported as a non-adjusting subsequent event after reporting period.

Nigeria currency devaluation

Following the end of the reporting period the Naira devalued from NGN907 against US\$ at 31 December 2023 to NGN1 595 at 29 February 2024. MTN Nigeria's exposure to US\$ amounted to US\$1 650 million at 31 December 2023. The MTN Nigeria revenue contributed 34% to the total Group revenue in the current period. The translation of the Naira to ZAR is affected by the weakening of the Naira exchange rate.

ANNUAL GENERAL MEETING

The AGM will be held on Friday, 24 May 2024. Refer to the notice of the 28th AGM, when issued, for further details of the ordinary and special business for consideration at the meeting.

AUDITORS

EY were the auditors in accordance with section 90 of the Companies Act for the 2023 year.

The Audit Committee reviewed the independence of the auditors during the period under review and satisfied itself that the auditors were independent of the Group. The Audit Committee will recommend the re-appointment of EY as Group auditors at the AGM.

Independent Auditor's Report

To the Shareholders of Mobile Telephone Networks Holdings Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Mobile Telephone Networks Holdings Limited ('the Company') and its subsidiaries ('the Group') and Company set out on pages 24 to 176, which comprise of the Group and Company statements of financial position as at 31 December 2023, and the Group and Company income statement for the year then ended, the Group statement of comprehensive income, the Group and Company statements of changes in equity and the Group and Company statements of cash flows for the year then ended, and notes to the Group and Company financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Group and Company as at 31 December 2023, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the Group and Company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements of the Group and Company and in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits of the Group and Company and in South Africa. 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). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

The Key Audit Matters apply only to the audit of the Consolidated Financial Statements.

Key Audit Matter	How the matter was addressed in the audit
<p>Initial application of hyperinflation accounting following the determination of the Ghanaian economy as hyperinflationary</p> <p>At year end, the three-year cumulative inflation rate of Ghana was 114%, which resulted in the Ghanaian economy being assessed as hyperinflationary. Consequently, MTN Ghana (Scancom Plc and MobileMoney Limited) applied hyperinflation accounting in accordance with <i>IAS 29 Financial Reporting in Hyperinflationary Economies</i> (IAS 29) for the first time in respect of the year ended 31 December 2023.</p> <p>The first-time application of IAS 29 is complex due to the measurement and restatement requirements. IAS 29 requires entities operating in hyperinflationary economies to restate their financial statements in terms of the measuring unit current at the reporting date. This involves complex calculations resulting in adjustments to account for the effects of inflation on the value of non-monetary items. With the assistance of external consultants, management developed a hyperinflationary model, one of the key inputs into the model is the official consumer price index (“CPI”) determined by the Ghana Statistical Service (“GSS”).</p> <p>Due to the significant quantitative impact and the inherent complexities of hyperinflationary accounting, the initial application of IAS 29 relating to MTN Ghana required significant auditor attention and therefore we consider this as a key audit matter in the current year.</p> <p>Refer to notes:</p> <ul style="list-style-type: none"> ▶ 1.5.5 Hyperinflation ▶ 2.1 Operating segments ▶ 8.2 Other reserves 	<p>Our audit procedures, amongst others, included:</p> <ul style="list-style-type: none"> ▶ We obtained an understanding of management’s hyperinflationary model including assessing management’s process of; accounting for the first time application of IAS 29 and reviewing the work of the external consultants. ▶ With the involvement of our component auditors (EY Ghana), the following procedures were performed: <ul style="list-style-type: none"> ○ We independently obtained the consumer price index from the Ghana Statistical Service and compared it to the data that were used in the hyperinflation model. ○ We assessed material hyperinflationary adjustments made by recalculating the adjustments in line with IAS 29 and comparing it to the adjustments made within the model. ▶ We analysed if the exchange rates used to translate the hyperinflation adjusted Group statement of financial position, Group income statement, Group statement of comprehensive income, Group statement of changes in equity, and Group statement of cash flows and the resultant impact on the foreign currency translation reserves in accordance with <i>IFRS Accounting Standards as issued by the International Accounting Standards Board</i>. ▶ We assessed the appropriateness of the disclosures included in the consolidated financial statements for compliance with <i>IFRS Accounting Standards as issued by the International Accounting Standards Board</i>.

Key Audit Matter	How the matter was addressed in the audit
<p>MTN Nigeria lease restatement</p> <p>MTN Nigeria leases passive network infrastructure assets from tower leasing companies (“TowerCo”). The lease consideration relating to these lease arrangements comprises of USD-derived portions and Naira-based portions, whilst the total lease consideration is invoiced and settled in Naira.</p> <p>Following the significant deterioration of the Naira against the USD during 2023 (December 2023: N907.1/USD1; May 2023: N465/USD1), MTN Nigeria reviewed the accounting treatment of these lease arrangements and identified that the USD portion of the lease liabilities had not been correctly remeasured for changes in exchange rates.</p> <p>Management identified that in accordance <i>with IFRS 16 Leases (IFRS 16) and IAS 21 The Effects of Changes in Foreign Exchange Rate (IAS 21)</i>, MTN Nigeria should have recorded the unrealised foreign exchange losses arising from the remeasurement of the outstanding USD lease liabilities using the closing exchange rates ruling at the end of each reporting period.</p> <p>Management also identified that significant changes in facts and circumstances relating to whether MTN Nigeria would exercise respective renewal options were previously not correctly considered in determining the related lease terms.</p> <p>Consequently, MTN Nigeria restated its lease liabilities, the opening balance of total equity and the prior year profit after tax. The impact for MTN Group is that the lease liabilities have been restated higher by ZAR 2.5 billion, right of use assets have been restated lower by ZAR 6.5 billion and opening retained profit have been restated lower by ZAR 2.4 billion, to reflect the impact of the restatements relating to the financial periods from 2019 to 2021. Profit after tax for the year ended 31 December 2022 has been restated lower by ZAR 407 million.</p> <p>The audit team consider this a key audit matter due to the significant time incurred to analyse and interpret the contractually enforceable rights and obligations, the complexity in interpreting the relevant accounting requirements and the laws and regulations, and the magnitude of the amounts in the consolidated financial statements.</p>	<p>Our audit procedures, amongst others, included:</p> <ul style="list-style-type: none"> ▶ With the involvement of our legal team, we reviewed the lease contracts to determine the contractual rights, obligations, lease payment consideration and enforceable lease terms. ▶ With the involvement of our component auditor’s (EY Nigeria) we performed a review of management’s accounting and legal opinions to support the appropriate accounting treatment and presentation. ▶ We evaluated the Company’s internal control process over the determination of the closing exchange rate used for translating the foreign currency denominated portion of the lease liabilities as at the reporting date. ▶ We performed procedures over the lease liability schedule provided by management and performed a re-computation and assessed the reasonableness and tested of management’s inputs to determine that the remeasurement of the lease term is in line with the requirements of IFRS 16. ▶ We assessed whether the USD-linked lease liabilities were correctly remeasured for foreign currency exposures using the prevailing closing rate at 31 December 2021, 2022 and 2023 in line with the requirements of IAS 21. ▶ We assessed the enforceable contractual rights and obligations and the relevant facts and circumstances relating to the determination of the lease terms to determine the extent that the lessee is reasonably certain not to exercise renewal options in determining the enforceable lease term. ▶ We analysed if the exchange rates used to translate the Group statement of financial position, Group income statement, Group statement of comprehensive income, Group statement of changes in equity, and Group statement of cash flows and the resultant impact on the foreign currency translation reserves in accordance with the requirements of <i>IFRS Accounting Standards as issued by the International Accounting Standards Board</i>.

Key Audit Matter	How the matter was addressed in the audit
Refer to notes: <ul style="list-style-type: none"> ▶ 2.4 Finance income, finance costs and foreign exchange gains/losses ▶ 6.5 Leases ▶ 11 Prior period error 	<ul style="list-style-type: none"> ▶ We assessed the appropriateness of the Group's disclosures in respect of right of use assets, lease liabilities and required restatements in terms of <i>IFRS Accounting Standards as issued by the International Accounting Standards Board</i>.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the 178-page document titled "Mobile Telephone Networks Holdings Limited Annual Financial Statements for the year ended 31 December 2023", which includes the Directors' Report, the Report of the Audit Committee and the Certificate by the Company Secretary as required by the Companies Act of South Africa, which we obtained prior to the date of this auditor's report. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- ▶ Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ▶ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Ernst & Young Inc. has been the auditor of Mobile Telephone Networks Holdings Limited for 3 years.

Ernst & Young Inc.

Ernst & Young Inc.
Director: EAL Botha
Registered Auditor
Johannesburg, South Africa
29 April 2024

Mobile Telephone Networks Holdings Limited

Group income statement

for the year ended 31 December 2023

	Note	2023 Rm	2022 Restated ¹ Rm
Revenue	2.1, 2.2	221 123	207 133
Other income	6.5.5	262	424
Fair value adjustment on MTN Group shares		(9)	(101)
Direct network and technology operating costs		(38 513)	(32 782)
Costs of handsets and other accessories		(12 583)	(12 055)
Interconnect and roaming costs		(12 196)	(11 288)
Staff costs	2.3	(13 378)	(11 416)
Selling, distribution and marketing expenses		(26 994)	(24 595)
Government and regulatory costs		(8 789)	(7 610)
Impairment and write-down of trade receivables and contract assets	2.3	(1 330)	(1 579)
Other operating expenses		(17 935)	(16 383)
Depreciation of property, plant and equipment	5.1	(24 665)	(20 781)
Depreciation of right-of-use assets	6.5.3	(9 440)	(7 807)
Amortisation of intangible assets	5.2	(7 926)	(5 795)
Impairment of goodwill and investment in joint ventures	5.2; 9.2	-	(625)
Impairment loss on remeasurement of non-current assets held for sale	9.4.2.1	(900)	(1 263)
Finance income	2.4	3 125	2 108
Finance costs ²	2.4	(18 909)	(14 252)
Net foreign exchange losses ²	2.4	(23 175)	(6 013)
Net monetary gain		744	1 251
Share of results of associates and joint ventures after tax	9.2	3 581	3 369
Profit before tax		12 093	39 940
Income tax expense	3.1	(7 778)	(16 829)
Profit after tax		4 315	23 111
Attributable to:			
Equity holders of the Company		4 390	18 294
Non-controlling interests		(75)	4 817
		4 315	23 111

¹ Restated, refer to note 11 for details on the restatement.

² Foreign exchange losses were previously included in finance costs and have been disaggregated in the current year and comparative numbers have been re-presented accordingly.

Mobile Telephone Networks Holdings Limited

Group statement of comprehensive income

for the year ended 31 December 2023

	Note	2023 Rm	2022 Restated ¹ Rm
Profit after tax		4 315	23 111
Other comprehensive income after tax:			
Items that may be and/or have been reclassified to profit or loss:		12 979	(1 009)
Net investment hedges	7.5	(554)	(800)
Foreign exchange movement on hedging instruments		(759)	(1 112)
Normal tax		205	312
Exchange differences on translating foreign operations including the effect of hyperinflation²		13 533	(209)
Gains/(losses) arising during the year	1.5.5; 7.6	13 533	(209)
Items that will not be reclassified to profit or loss:		(2 726)	(10 873)
Losses arising during the year on equity investments at fair value through other comprehensive income ^{2,3}	7.1.3	(2 689)	(10 908)
Remeasurement (loss)/gain on defined benefit obligation ²		(37)	35
Other comprehensive income for the year		10 253	(11 882)
Attributable to:			
Equity holders of the Company		7 262	(11 103)
Non-controlling interests		2 991	(779)
Total comprehensive income for the year		14 568	11 229
Attributable to:			
Equity holders of the Company		11 652	7 191
Non-controlling interests		2 916	4 038

¹ Restated refer to note 11 for details on the restatement.

² This component of other comprehensive income (OCI) does not attract any tax.

³ Equity investments at fair value through other comprehensive income mainly relates to the Group's investment in IHS Group (note 7.2).

Mobile Telephone Networks Holdings Limited

Group statement financial position

for the year ended 31 December 2023

	Note	2023 Rm	2022 Restated ¹ Rm	1 January 2022 Restated ¹ Rm
ASSETS				
Non-current assets		287 404	245 508	224 852
Property, plant and equipment	5.1	116 653	108 350	99 344
Intangible assets and goodwill	5.2	72 362	47 800	41 759
Right-of-use assets	6.5	48 207	44 095	36 825
Investments	7.2	7 388	9 593	19 916
Investment in associates and joint ventures	9.2	24 445	22 942	13 848
Mobile Money deposits	4.6	755	612	609
Loans and other non-current receivables	7.3	4 572	2 849	3 037
Capitalised contract costs	2.2	1 124	1 114	1 091
Contract assets	2.2	2 391	2 082	1 714
Deferred tax assets	3.2	9 507	6 071	6 709
Current assets		143 369	137 191	127 856
Inventories	4.1	1 472	1 906	1 539
Trade and other receivables	4.2	35 052	32 263	29 771
Contract assets	2.2	3 305	3 090	3 007
Taxation assets	3.3	2 277	2 402	3 145
Current investments	7.4	3 659	4 802	6 118
Restricted cash	4.3	11 002	10 235	6 801
Mobile Money deposits	4.6	49 418	38 661	38 260
Cash and cash equivalents	4.4	37 184	43 832	39 215
Non-current assets held for sale	6.5.5; 9.4.2	6 890	3 358	7 291
Total assets		437 663	386 057	359 999
EQUITY				
Ordinary share capital and share premium	8.1	223	223	223
Shareholder's loan	8.1	5 818	5 818	5 818
Retained earnings		122 384	118 157	105 455
Other reserves	8.2	9 605	(11 239)	(3 599)
Attributable to equity holders of the Company		138 030	112 959	107 897
Non-controlling interests	9.5	11 001	5 173	3 442
Total equity		149 031	118 132	111 339
LIABILITIES				
Non-current liabilities		119 880	122 695	115 265
Borrowings	6.1	55 219	64 923	64 557
Lease liabilities	6.5	54 378	49 830	39 680
Deferred tax liabilities	3.2	5 237	4 714	8 288
Provisions	6.3	865	1 104	1 071
Other non-current liabilities	6.2	4 181	2 124	1 669
Current liabilities		160 760	142 129	128 993
Trade and other payables	4.5	57 902	57 250	51 305
Mobile Money payables	4.6	50 173	39 273	38 869
Contract liabilities	2.2	4 836	6 917	6 629
Provisions	6.3	3 577	4 991	4 088
Taxation liabilities	3.3	5 819	11 395	7 035
Borrowings	6.1	28 081	15 454	14 949
Lease liabilities	6.5	9 030	6 020	5 635
Derivative liabilities	7.1.3	352	113	14
Bank overdrafts	4.4	990	716	469
Liabilities directly associated with non-current assets held for sale	6.5.5; 9.4.2.4	7 992	3 101	4 402
Total liabilities		288 632	267 925	248 660
Total equity and liabilities		437 663	386 057	359 999

¹ Restated refer to note 11 for details on the restatement.

Mobile Telephone Networks Holdings Limited

Group statement of changes in equity

for the year ended 31 December 2023

	Note	Attributable to equity holders of the Company					Total Rm	Non-controlling interests Rm	Total equity Rm
		Share capital Rm	Share premium Rm	Shareholders' loan Rm	Retained earnings Rm	Other reserves Rm			
Balance at 1 January 2022 as previously reported		5	218	5 818	107 550	(3 828)	109 763	3 943	113 706
Prior period error	11	-	-	-	(2 095)	229	(1 866)	(501)	(2 367)
Restated balance at 1 January 2022		5	218	5 818	105 455	(3 599)	107 897	3 442	111 339
Total comprehensive income		-	-	-	18 294	(11 103)	7 191	4 038	11 229
Profit after tax		-	-	-	18 294	-	18 294	4 817	23 111
Other comprehensive income after tax		-	-	-	-	(11 103)	(11 103)	(779)	(11 882)
Transactions with owners of the Company:									
Gain on transactions with non-controlling interests ¹	8.2	-	-	-	-	400	400	667	1 067
Gain on MTN Nigeria Communications Plc (MTN Nigeria) secondary offer	9.4.1.1	-	-	-	-	3 046	3 046	356	3 402
Share-based payment transaction – Scancom PLC (MTN Ghana) share localisation	9.4.1.3	-	-	-	-	330	330	13	343
Contributions by non-controlling interest		-	-	-	-	-	-	160	160
Recapitalisation	8.2	-	-	-	251	(251)	-	-	-
Share-based payment transactions	8.4	-	-	-	-	32	32	-	32
Transfers to contingency reserves	8.2	-	-	-	(154)	154	-	-	-
Dividends paid	8.3	-	-	-	(5 700)	-	(5 700)	(3 662)	(9 362)
Other movements		-	-	-	11	(248)	(237)	159	(78)
Restated balance at 31 December 2022		5	218	5 818	118 157	(11 239)	112 959	5 173	118 132
Opening reserve adjustment for hyperinflation	1.5.5	-	-	-	6 352	15 705	22 057	4 419	26 476
Total comprehensive income		-	-	-	4 390	7 262	11 652	2 916	14 568
Profit after tax		-	-	-	4 390	-	4 390	(75)	4 315
Other comprehensive income after tax		-	-	-	-	7 262	7 262	2 991	10 253
Transactions with owners of the Company:									
MTN Nigeria scrip dividend	9.4.2.3	-	-	-	-	(1 513)	(1 513)	1 351	(162)
MTN Ghana scrip dividend	9.4.2.4	-	-	-	-	(284)	(284)	201	(83)
MTN Ghana share localisation	9.4.2.4	-	-	-	-	(511)	(511)	635	124
Contributions by non-controlling interest		-	-	-	-	-	-	136	136
Share-based payment transactions	8.4	-	-	-	-	8	8	-	8
Transfers to contingency reserves	8.2	-	-	-	(186)	186	-	-	-
Dividends paid	8.3	-	-	-	(6 500)	-	(6 500)	(3 897)	(10 397)
Other movements		-	-	-	171	(9)	162	67	229
Balance at 31 December 2023		5	218	5 818	122 384	9 605	138 030	11 001	149 031
Note		8.1	8.1			8.2			

¹ Included in gain on transactions with non-controlling interest, is R293 million gain related to the 50% sale in aYo (refer to note 9.4.2.2).

Mobile Telephone Networks Holdings Limited

Group statement of cash flows

for the year ended 31 December 2023

	Note	2023 Rm	2022 Rm
CASH FLOWS GENERATED FROM OPERATING ACTIVITIES			
Cash generated from operations	2.5	91 956	92 131
Interest received		2 871	1 928
Interest paid		(16 242)	(14 353)
Income tax paid	3.3	(15 833)	(13 866)
Dividends received from joint ventures		228	371
Net cash generated from operating activities		62 980	66 211
CASH FLOWS USED IN INVESTING ACTIVITIES			
Acquisition of property, plant and equipment		(32 045)	(31 365)
Acquisition of intangible assets		(13 525)	(13 278)
Proceeds on MTN SA tower sale	6.5.5	-	6 355
Proceeds from sale of property, plant and equipment and intangible assets		100	198
Acquisition of right-of-use asset ¹	6.5.4	(901)	(628)
Realisation of non-current investment bonds		120	157
Purchase of non-current investment bonds and fixed deposits		(34)	(147)
Realisation of current investment bonds, treasury bills and foreign deposits		745	335
Increase in restricted cash		(12 575)	(9 384)
Decrease in restricted cash		5 982	5 326
Other investing activities		205	(373)
Net cash used in investing activities		(51 928)	(42 804)
CASH FLOWS USED IN FINANCING ACTIVITIES			
Proceeds from borrowings	2.6	33 381	25 000
Repayment of borrowings	2.6	(25 878)	(28 108)
Repayment of lease liabilities	2.7	(7 828)	(7 405)
Dividends paid to equity holders of the Company		(6 500)	(5 700)
Dividends paid to non-controlling interests		(3 776)	(3 689)
Consideration received on MTN Ghana share localisation	9.4.1.3	715	234
Proceeds from MTN Nigeria secondary offer	9.4.1.1	1 175	1 970
Consideration received on transaction with MTN Ghana non-controlling interests		-	267
Proceeds from MTN Uganda initial public offering		-	103
Contribution from non-controlling interest		101	110
Proceeds from disposal of shares in aYo	9.4.1.2	-	702
Other financing activities		33	129
Net cash used in financing activities		(8 577)	(16 387)
Net increase in cash and cash equivalents		2 475	7 020
Net cash and cash equivalents at beginning of the year		43 116	38 746
Exchange losses on cash and cash equivalents		(9 756)	(2 279)
Net monetary gain on cash and cash equivalents		942	175
Increase in cash classified as held for sale	9.4.2	(583)	(546)
Net cash and cash equivalents at end of the year	4.4	36 194	43 116

¹ Relates to fully prepaid leases.

Mobile Telephone Networks Holdings Limited

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Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS

1.1 Basis of preparation

The consolidated financial statements of Mobile Telephone Networks Holdings Limited (the Company) comprise the Company and its subsidiaries and the Group's interest in associates and joint ventures and controlled structured entities (together referred to as the Group and individually as Group entities).

The consolidated financial statements and Company financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC), and comply with the South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the Johannesburg Stock Exchange (JSE) Listings Requirements and the requirements of the South African Companies Act, No 71 of 2008 as amended (Companies Act).

The Group and the Company have considered all new accounting pronouncements and interpretations that became effective in the current reporting period. These had no material effect on the Group's or Company's financial statements.

The financial statements have been prepared on the historical cost basis adjusted for the effects of inflation where entities operate in hyperinflationary economies and for certain financial instruments that have been measured at fair value, where applicable.

Amounts are rounded to the nearest million with the exception of number of ordinary shares (note 8.1), share-based payments (note 8.4) and directors' emoluments and interests (note 10.2).

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in note 1.5.

1.2 Going concern

The Group's and the Company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group and the Company should be able to operate within their current funding levels into the foreseeable future.

After making enquiries, the directors have a reasonable expectation that the Company and its subsidiaries have adequate resources to continue in operational existence for the foreseeable future. The financial statements therefore have been prepared on a going concern basis.

1.3 Principal accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out on the following pages and in the related notes to the Group financial statements and should be read in conjunction with the financial definitions disclosed on pages 177 to 178 of the financial statements. Where applicable, the principal accounting policies applied in the Company financial statements are consistent with those applied in the Group financial statements. The principal accounting policies applied are consistent with those adopted in the prior year.

The Group and the Company adopted Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) from 1 January 2023. The amendments require the disclosure of 'material', rather than 'significant' accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy that users need to understand other information in the financial statements.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.3 Principal accounting policies (continued)

Information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial reports make on the basis of those reports, which provide financial information about a specific reporting entity. In other words, materiality is an entity-specific aspect of relevance based on the nature or magnitude, or both, of the items to which the information relates in the context of an individual entity's financial report.

The amendments have had an impact on the Group and the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in their respective financial statements.

Management reviewed the accounting policies and made updates to the information disclosed in certain instances in line with the amendments.

1.3.1 Consolidation

Consolidation of subsidiaries

The Group financial statements incorporate the financial statements of Mobile Telephone Networks Holdings Limited and all its subsidiaries and controlled structured entities (SEs) for the reporting date 31 December 2023 on the basis outlined below.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group (acquisition date) and are deconsolidated from the date that control ceases (disposal date). The Group controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether control exists, the Group considers all existing substantive rights that result in the current ability to direct relevant activities.

The Company accounts for investments in subsidiaries at cost, less accumulated impairment losses.

Loss of control

When the Group ceases to have control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests. Any retained interest in the entity is remeasured to its fair value. Any resulting gain or loss is recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income (OCI) in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in OCI are reclassified to profit or loss. The remaining other reserves related to that entity are transferred to retained earnings.

Non-controlling interests

Non-controlling shareholders are treated as equity participants; therefore, all acquisitions of non-controlling interests or disposals by the Group of its interests in subsidiaries, where control is maintained subsequent to the disposal, are accounted for as equity transactions. Consequently, the difference between the fair value of the consideration transferred and the carrying amount of a non-controlling interest purchased or disposed of, is recorded in equity.

Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.3 Principal accounting policies (continued)

1.3.2 Foreign currency

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the entity's functional currency. The Group financial statements are presented in South African rand, which is the functional and presentation currency of the Company.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at reporting date exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Translation of foreign operations

The results, cash flows and financial position of Group entities which are not accounted for as entities operating in hyperinflationary economies and that have a functional currency different from the presentation currency of the Group are translated into the presentation currency as follows:

- Assets and liabilities, including goodwill and fair value adjustments arising on acquisition, are translated at rates of exchange ruling at the reporting date.
- Specific transactions in equity are translated at rates of exchange ruling at the transaction dates.
- Income and expenditure and cash flow items are translated at weighted average exchange rates for the period or translated at exchange rates at the date of the transaction, where applicable.
- Foreign exchange translation differences are recognised in OCI and accumulated in the foreign currency translation reserve (FCTR), except to the extent the difference is allocated to non-controlling interests.

The results, cash flows and financial position of the Group entities, which are accounted for as entities operating in hyperinflationary economies and that have functional currencies different from the presentation currency of the Group are translated into the presentation currency of its immediate parent at rates of exchange ruling at the reporting date. As the presentation currency of the Group is that of a non-hyperinflationary economy, comparative amounts are not adjusted for changes in the price level or exchange rates in the current financial year.

An entity may have a monetary item that is receivable from a foreign operation. An item for which settlement is neither planned nor likely to occur in the foreseeable future is, in substance, a part of the entity's net investment in that foreign operation. On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to OCI and accumulated in the FCTR.

The exchange rates relevant to the Group are disclosed in note 7.6. For more details on judgements applied in the selection of exchange rates in countries operating in dual exchange rate economies please refer to note 1.5.3.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.3 Principal accounting policies (continued)

1.3.2 Foreign currency (continued)

Disposal of foreign operations

On disposal of a foreign operation, all exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Group are reclassified to profit or loss. The amount of FCTR reclassified to profit or loss is calculated based on the appreciation or devaluation in the functional currency of the foreign operation disposed against the functional currency of the Company. As the Group's functional and presentation currency is South African rand and the FCTR is based on the appreciation or devaluation of the South African rand against the equity of the underlying operations in the Group, the Group uses the direct method to recycle the FCTR.

Exchange differences accumulated in equity in respect of a monetary item that is part of the Group's net investment in a foreign operation, are not reclassified to profit or loss on settlement of the monetary item.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences is reattributed to non-controlling interests and is not recognised in profit or loss. For all other partial disposals, the accumulated exchange differences are reclassified to profit or loss.

1.3.3 Hyperinflation

The financial statements (including comparative amounts) of the Group entities whose functional currencies are the currencies of hyperinflationary economies are adjusted in terms of the measuring unit current at the end of the reporting period.

As the presentation currency of the Group or the Company is that of a non-hyperinflationary economy, comparative amounts are not adjusted for changes in the price level in the current year. Differences between these comparative amounts and current year hyperinflation adjusted equity balances are recognised in OCI.

The carrying amounts of non-monetary assets and liabilities are adjusted to reflect the change in the general price index from the date of acquisition to the end of the reporting period. An impairment loss is recognised in profit or loss if the restated amount of a non-monetary item exceeds its estimated recoverable amount. On initial application of hyperinflation prior period gains and losses are recognised directly in equity

Gains or losses on the net monetary position are recognised in profit or loss.

All items recognised in the income statement are restated by applying the change in the general price index from the dates when the items of income and expenses were initially earned or incurred.

At the beginning of the first period of application, the components of equity, except retained earnings, are restated by applying a general price index from the dates the components were contributed or otherwise arose. These restatements are recognised directly in equity as an adjustment to opening retained earnings. Restated retained earnings are derived from all other amounts in the restated statement of financial position. If on initial application of hyperinflation accounting the restated value of the non-monetary assets exceed their recoverable amount, the initial adjustment is capped at the recoverable amount and the net increase is recorded directly in retained earnings. At the end of the first period and in subsequent periods, all components of equity are restated by applying a general price index from the beginning of the period or the date of contribution, if later.

All items in the statement of cash flows are expressed in terms of the general price index at the end of the reporting period.

The Iranian, Sudanese and Ghanaian economies have been classified as hyperinflationary. Accordingly, the results, cash flows and financial position of the Group's subsidiaries; MTN Sudan Company Limited (MTN Sudan), Scancom PLC (MTN Ghana) and the Group's joint venture, Irancell Telecommunication Company Services (PJSC) (Irancell), have been expressed in terms of the measuring unit current at the reporting date. For further details, refer to note 1.5.5.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.3 Principal accounting policies (continued)

1.3.4 Impairment of non-financial assets

An impairment loss is recognised in profit or loss if the carrying amount of an asset or a CGU exceeds its estimated recoverable amount. For the purpose of impairment testing, assets are grouped together into CGUs. The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use and fair value less costs of disposal, the estimated future cash flows are discounted to their present value using an appropriate discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Goodwill arising from business combinations is allocated to CGUs or the group of CGUs that are expected to benefit from the synergies of the combination.

Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss is subsequently reversed only to the extent that the asset or CGU's carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised. A reversal of an impairment loss is recognised immediately in profit or loss.

An impairment loss in respect of goodwill is not reversed.

1.4 New accounting pronouncements

The standards and amendments listed below will be effective in future reporting periods. It is expected that the Group will adopt the pronouncements on their respective dates. The adoption of the new accounting standards and amendments is not expected to have a material impact on the Group results.

Standard	Effective for annual periods beginning on or after
Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants (Amendments to IAS 1)	1 January 2024
Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)	1 January 2024
Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)	1 January 2024
Lack of Exchangeability (Amendments to IAS 21)	1 January 2025

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.5 Critical accounting judgements, estimates and assumptions

The Group makes judgements, estimates and assumptions concerning the future when preparing its financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The judgements estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

This note should be read in conjunction with the principal accounting policies' disclosed in note 1.3.

1.5.1 Impairment of goodwill

The Group tests goodwill for impairment on an annual basis or whenever there is an impairment indicator identified by management, in accordance with the accounting policy disclosed in note 1.3.4. The recoverable amounts of cash-generating units (CGUs) have been determined based on value in use calculations being the estimated future cash flows discounted to their present value using an appropriate discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. These calculations are performed internally by the Group and require the use of estimates and assumptions.

Source of estimation uncertainty

The input factors most sensitive to change are management estimates of future cash flows based on budgets and forecasts, growth rates, terminal rates and discount rates. Further detail on these assumptions has been disclosed in note 5.2. The Group has performed a sensitivity analysis by varying these input factors by a reasonably possible margin and assessing whether the changes in input factors result in any of the goodwill allocated to an appropriate CGU, being impaired. Goodwill impairment is zero in the current year (2022: R283 million), refer to note 5.2.

1.5.2 IHS Group fair value through other comprehensive income (FVOCI)

Significant judgement – investment classification

The Group has an economic interest in IHS Group of 25.66% (2022: 25.66%) comprising of ordinary shares. An investor is presumed to have significant influence over an investee when it owns 20% of the investee, unless it can be clearly demonstrated that this is not the case. According to IHS Group's articles of association, while the Group owns more than 20% of the issued shares, the Group's voting rights are limited to 20%. The Group is not entitled to appoint a Board member. The Group does not have any special information rights or access to strategic, financial or operational information beyond that available to other public shareholders.

As a result of these restrictions, the Group's rights do not constitute significant influence to participate in the financial and operating policy decisions of IHS Group. Consequently, the Group accounts for its investment in IHS Group as an equity instrument held at FVOCI (refer to note 7.2).

1.5.3 Dual exchange rates

Significant judgement

The Group operates in a number of foreign jurisdictions that have multiple quoted exchange rates. When several quoted exchange rates are available in a foreign jurisdiction, the Group uses judgement to determine the rate at which the future cash flows represented by foreign denominated transactions or balances could have been settled if those cash flows had occurred at the measurement date in these foreign entities. For the translation of the results, cash flows and financial position of the foreign entities into the presentation currency of the Group, the Group uses the rate at which dividends can be remitted. If exchangeability between two currencies is temporarily lacking, the rate used is the first subsequent rate at which exchanges could be made.

Further information on the relevant exchange rates is provided in note 7.6.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.4 Income taxes

Source of estimation uncertainty

The Group is subject to income taxes in numerous jurisdictions. As a result, significant judgement is required in determining the Group's provision for income taxes. There are numerous calculations and transactions for which the ultimate tax position is uncertain during the ordinary course of business.

The Group recognises tax liabilities for anticipated tax issues based on estimates of whether additional taxes will be payable. In determining whether an interpretation and/or application of the various tax rules may result in a dispute of which the outcome may not be favourable to the Group, the Group seeks, where relevant, expert advice to determine whether an unfavourable outcome is probable or possible. Where payment is determined to be possible but not probable the tax exposure is disclosed as a contingent liability, refer to note 6.6.

Where the final outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax in the period in which such determination is made.

Deferred tax assets- source of estimation uncertainty

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences (as applicable) to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be used. The Group is required to make significant estimates in assessing whether future taxable profits will be available.

Future taxable profits are determined based on business plans for individual subsidiaries in the Group and the probable reversal of taxable temporary differences in future. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Such reductions are reversed when the probability of future taxable profits improves.

The Group's recognised deferred tax assets for the current year amounted to R9 507 million (2022: R6 071 million). The Group has deductible temporary differences and unused assessed losses of R19 853 million (2022: R16 138 million) for which no deferred tax asset has been recognised as at 31 December 2023, as well as an unrecognised deferred tax asset of R801 million (2022: R728 million) relating to foreign tax credits. Refer note 3.2.

MTN Mauritius recognised a deferred tax asset of R4 386 million (2022: R4 386 million) mainly resulting from an assessed loss.

The Group considered the following factors in assessing whether it is probable that MTN Mauritius will have future taxable profits available against which the deferred tax asset can be used:

- It is unlikely that the circumstances that resulted in MTN Mauritius incurring assessed losses will recur indefinitely.
- Interest expense and foreign exchange exposures will continue to reduce as MTN Mauritius repays its US\$ denominated intercompany debt. The repayments are currently scheduled to occur in 2024 and 2026.
- Technical service fees from subsidiaries are expected to increase as more services are provided centrally.

Based on current business plans and stress scenarios, the Group expects to utilise the deferred tax asset in the next ten to 12 years (2022: ten to 13 years).

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.5 Hyperinflation

Significant judgement

The Group exercises significant judgement in determining the onset of hyperinflation in countries in which it operates and whether the functional currency of its subsidiaries, associates or joint ventures is the currency of a hyperinflationary economy.

Various characteristics of the economic environment of each country are taken into account. These characteristics include, but are not limited to, whether:

- The general population prefers to keep its wealth in non-monetary assets or in a relatively stable foreign currency.
- Prices are quoted in a relatively stable foreign currency.
- Sales or purchase prices take expected losses of purchasing power during a short credit period into account.
- Interest rates, wages and prices are linked to a price index.
- The cumulative inflation rate over three years is approaching, or exceeds, 100%.

The analysis of the cumulative inflation rate over three years resulted in the Group considering whether Afghanistan's economy was hyperinflationary. Based on the available information, the Group concluded that this economy is currently not hyperinflationary.

Following management's assessment, the Group's subsidiaries, MTN Sudan, MTN Ghana and the Group's joint venture, Irancell have been accounted for as entities operating in hyperinflationary economies. The results, cash flows and financial positions of MTN Sudan, MTN Ghana and Irancell have been expressed in terms of the measuring units current at the reporting date.

MTN Sudan

The economy of Sudan was assessed to be hyperinflationary during 2018, and hyperinflation accounting has been applied since.

The general price index used as published by the International Monetary Fund is as follows:

Date	Base year	General price index	Inflation rate (%)
31 December 2023	2007	228 979	238

The cumulative inflation rate over three years as at 31 December 2023 is 2 550% (2022: 3 444%). The average adjustment factor used for 2023 was 2.29 (2022: 1.70).

MTN South Sudan

The three-year cumulative inflation in South Sudan for 2023 is below 100%, indicating that the economy has ceased to be hyperinflationary with effect from 1 July 2023. Accordingly, the amounts expressed in terms of the measuring unit current at 30 June 2023 are treated as the basis for the carrying amounts with no further hyperinflation adjustments being passed from 1 July 2023 onwards.

Date	Base year	General price index	Inflation rate (%)
30 June 2023	2007	24 055	14

The cumulative inflation rate over three years as at 30 June 2023 is 30% (2022: 147%). The average adjustment factor used for 2023 was 1.04 (2022: 1.15).

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.5 Hyperinflation (continued)

Significant judgement (continued)

Irancell

The economy of Iran was assessed to be hyperinflationary effective 1 January 2020, and hyperinflation accounting has been applied since.

The general price index used as published by the International Monetary Fund is as follows:

Date	Base year	General price index	Inflation rate (%)
31 December 2023	2016	897	40

The cumulative inflation rate over three years as at 31 December 2023 is 190% (2022: 190%). The average adjustment factor used for 2023 was 1.22 (2022: 1.24).

MTN Ghana

The economy of Ghana was assessed to be hyperinflationary effective 1 January 2023, and hyperinflation accounting was applied for the current financial year end. Upon first application of hyperinflation, net prior period gains of R26 799 million were recognised directly in equity. The uplift of the assets on initial adoption resulted in the net asset value of MTN Ghana exceeding its estimated recoverable amount. As a result of this, the initial adjustment was capped at the recoverable amount. If the initial uplift had not been capped, the related increase in opening equity would have been R30 718 million.

The general price index used as published by the International Monetary Fund is as follows:

Date	Base year	General price index	Inflation rate (%)
31 December 2023	2012	577	23

The cumulative inflation rate over three years as at 31 December 2023 is 114%. The average adjustment factor used for 2023 was 1.10.

The cumulative impact of adjusting the Group's results for the effects of hyperinflation is set out below:

	2023	2022
	Rm	Rm
Income statement		
Increase in revenue ¹	4 715	2 484
Net monetary gain	744	1 251
Increase in share of results of associates and joint ventures after tax	1 124	1 174
(Decrease)/increase in profit after tax ²	(3 958)	2 471

¹Significant increase in revenue is due to inclusion of MTN Ghana's revenue in the cumulative impact of adjusting the Group's results in 2023.

²Significant decrease in profit after tax is due to increase in; MTN Ghana's depreciation and amortization expenses and MTN Sudan's increased expenses due to the Sudan war.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

1 ACCOUNTING FRAMEWORK AND CRITICAL JUDGEMENTS (continued)

1.5 Critical accounting judgements, estimates and assumptions (continued)

1.5.6 Contingent liabilities

Significant judgement

The Group applies judgement in assessing the potential outcome of uncertain legal and regulatory matters. The Group does not recognise contingent liabilities in the statement of financial position until future events indicate that it is probable that an outflow of resources will take place and a reliable estimate can be made, at which time a provision or a tax liability is recognised. The Group has disclosed contingent liabilities where economic outflows are considered possible but not probable. Refer to note 6.6.

1.5.7 Accounting for Mobile Money (MoMo) deposits and payables

Significant judgement

Limited accounting guidance exists in IFRS relating to MoMo customers' balances held with banks. In the Group's larger MoMo markets, as the MoMo products mature and the regulatory and legal positions are codified, the underlying exposure to its MoMo customers is clarified ultimately resulting in the MoMo balances being recorded on the statement of financial position.

As the Group operates in a number of markets where the legal and regulatory position relating to MoMo has not been clarified, the judgement was made to recognise all MoMo liabilities, representing the obligation which exists in the ordinary course to refund the customer for deposits made, and the related MoMo balances held with the banks on the statement of financial position. For further details of the Group's MoMo policy refer to note 4.6.

1.5.8 Leases

Significant judgement - renewal and termination options

The Group applies judgement in determining the lease term by considering all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option and whether it is reasonably likely that options will be exercised by considering factors such as how far in the future an option occurs, the Group's business planning cycle and past history of terminating/not renewing leases. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The average remaining lease term for recognised leases is five to six years. Refer to note 6.5 for further details.

Significant judgement - lease and non-lease components

A number of lease contracts include both lease and non-lease components (e.g. maintenance, security, etc.). The Group has not elected the practical expedient to account for non-lease components as part of its lease liabilities and right-of-use assets. Therefore, non-lease components are accounted for as operating expenses and are recognised in profit or loss as they are incurred. The Group applies judgement in allocating the consideration in the contract to each lease and non-lease component based on their relative stand-alone selling prices. The standalone selling prices of each component are based on available market prices.

Significant judgement – sale and leaseback

In 2022, Mobile Telephone Networks Proprietary Limited South Africa (MTN SA) concluded an agreement with IHS Group to sell its tower infrastructure and power assets, cede related agreements including land lease agreements (on which the towers are constructed) to IHS Group, and lease back spaces on the towers. The key judgements include the following, which have been further explained in note 6.5.5:

- Nature of the transaction being a sale and leaseback in terms of IFRS 16 *Leases*.
- Accounting for pre-existing barter arrangements.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS

2.1 Operating segments

The Group has identified reportable segments that are used by the Group Executive Committee (chief operating decision maker (CODM)) to make key operating decisions, allocate resources and assess performance. The reportable segments are largely grouped according to their geographic locations and reporting lines to the CODM.

The Group's underlying operations are clustered as follows:

- South Africa.
- Nigeria.
- South and East Africa (SEA).
- West and Central Africa (WECA).
- Middle East and North Africa (MENA).

South Africa and Nigeria comprise the segment information for the South African and Nigerian cellular network services providers respectively.

The SEA, WECA, and MENA clusters comprise segment information for operations in those regions which are also network services providers in the Group.

Operating results are reported and reviewed regularly by the CODM and include items directly attributable to a segment as well as those that are attributed on a reasonable basis, whether from external transactions or from transactions with other Group segments.

A key performance measure of reporting profit for the Group is CODM EBITDA. CODM EBITDA is defined as earnings before finance income, finance costs and foreign exchange gains and losses, tax, depreciation and amortisation, and is also presented before recognising the following items:

- Impairment of goodwill and investment in joint ventures (note 5.2.1 and note 9.2).
- Net monetary gain resulting from the application of hyperinflation (note 1.5.5).
- Share of results of associates and joint ventures after tax (note 9.2).
- Hyperinflation (note 1.5.5).
- Impairment loss on remeasurement of non-current assets held for sale (note 9.4.2.1).
- Gain on sale of towers (note 6.5.5).
- Impairment loss on assets (note 5.1.1).

Iracell proportionate results are included in the segment analysis as reviewed by the CODM and excluded from reported results for revenue, CODM EBITDA and capital expenditure (capex) due to equity accounting for joint ventures. The results of Iracell in the segments analysis exclude the impact of hyperinflation accounting.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.1 Operating segments (continued)

Revenue	Network services	Mobile devices	Interconnect and roaming	Digital and fintech	Other	Revenue from contracts with customers	Interest revenue	Total revenue
2023	Rm	Rm	Rm	Rm	Rm	Rm	Rm	Rm
South Africa	31 959	9 925	5 019	2 471	1 835	51 209	598	51 807
Nigeria	64 101	417	5 408	3 739	605	74 270	-	74 270
SEA	14 502	322	1 052	6 448	599	22 923	-	22 923
Uganda	8 310	195	537	3 859	283	13 184	-	13 184
Zambia	2 121	80	192	1 005	67	3 465	-	3 465
Other SEA	4 071	47	323	1 584	249	6 274	-	6 274
WECA	41 363	211	2 625	11 236	1 604	57 039	-	57 039
Ghana	14 680	84	699	5 066	242	20 771	-	20 771
Côte d'Ivoire	7 375	38	839	1 259	791	10 302	-	10 302
Cameroon	7 336	41	356	2 029	143	9 905	-	9 905
Other WECA	11 972	48	731	2 882	428	16 061	-	16 061
MENA	4 728	19	1 139	182	40	6 108	-	6 108
Sudan	2 638	9	721	90	26	3 484	-	3 484
Afghanistan	2 090	10	418	92	14	2 624	-	2 624
Bayobab¹	2 153	6	6 962	-	2 136	11 257	220	11 477
Major joint venture - Irancell²	6 990	213	397	1 538	216	9 354	11	9 365
Head office companies³	405	-	-	104	6 736	7 245	-	7 245
Eliminations	(1 215)	-	(5 550)	(120)	(7 374)	(14 259)	(202)	(14 461)
Hyperinflation impact	3 477	17	700	467	54	4 715	-	4 715
Irancell revenue exclusion	(6 990)	(213)	(397)	(1 538)	(216)	(9 354)	(11)	(9 365)
Consolidated revenue	161 473	10 917	17 355	24 527	6 235	220 507	616	221 123

¹ Bayobab has been disaggregated from head office companies in 2023 with comparative numbers restated accordingly.

² Irancell proportionate results are included in the segment analysis as reviewed by the CODM. This is, however, excluded from IFRS reported results due to equity accounting for joint ventures.

³ Head office companies consist mainly of revenue from the Group's central financing activities and management fees from segments.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.1 Operating segments (continued)

Revenue	Network services	Mobile devices	Interconnect and roaming	Digital and fintech	Other	Revenue from contracts with customers	Interest revenue	Total revenue
2022	Rm	Rm	Rm	Rm	Rm	Rm	Rm	Rm
South Africa	32 018	9 792	4 359	2 417	1 573	50 159	481	50 640
Nigeria	65 721	237	6 518	4 087	697	77 260	-	77 260
SEA	12 732	240	872	5 019	479	19 342	-	19 342
Uganda	6 518	90	400	2 932	186	10 126	-	10 126
Zambia	2 096	104	184	869	63	3 316	-	3 316
Other SEA	4 118	46	288	1 218	230	5 900	-	5 900
WECA	35 510	204	2 294	8 920	1 351	48 279	-	48 279
Ghana	12 920	62	590	4 170	289	18 031	-	18 031
Côte d'Ivoire	6 446	46	663	1 116	647	8 918	-	8 918
Cameroon	5 829	28	354	1 422	94	7 727	-	7 727
Other WECA	10 315	68	687	2 212	321	13 603	-	13 603
MENA	5 005	27	1 007	146	27	6 212	-	6 212
Sudan	3 276	18	642	78	17	4 031	-	4 031
Afghanistan	1 729	8	365	68	10	2 180	-	2 180
Bayobab¹	1 418	-	6 180	-	1 869	9 467	255	9 722
Major joint venture - Irancell²	7 093	183	362	702	206	8 546	18	8 564
Head office companies³	438	-	-	-	8 401	8 839	-	8 839
Eliminations	(957)	(3)	(5 571)	(22)	(8 850)	(15 403)	(242)	(15 645)
Hyperinflation impact	1988	13	419	49	15	2 484	-	2 484
Irancell revenue exclusion	(7 093)	(183)	(362)	(702)	(206)	(8 546)	(18)	(8 564)
Consolidated revenue	153 873	10 510	16 078	20 616	5 562	206 639	494	207 133

¹ Bayobab has been disaggregated from head office companies in 2023 with comparative numbers restated accordingly.

² Irancell proportionate results are included in the segment analysis as reviewed by the CODM. This is, however, excluded from IFRS reported results due to equity accounting for joint ventures.

³ Head office companies consist mainly of revenue from the Group's central financing activities and management fees from segments.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.1 Operating segments (continued)

External vs inter-segment revenue	2023			2022		
	External revenue Rm	Inter-segment revenue Rm	Total revenue Rm	External revenue Rm	Inter- segment revenue Rm	Total revenue Rm
South Africa	51 403	404	51 807	50 153	487	50 640
Nigeria	73 159	1 111	74 270	76 015	1 245	77 260
SEA	22 411	512	22 923	18 892	450	19 342
Uganda	12 810	374	13 184	9 790	336	10 126
Zambia	3 418	47	3 465	3 269	47	3 316
Other SEA	6 183	91	6 274	5 833	67	5 900
WECA	55 624	1 415	57 039	47 047	1 232	48 279
Ghana	20 170	601	20 771	17 401	630	18 031
Côte d'Ivoire	10 109	193	10 302	8 759	159	8 918
Cameroon	9 725	180	9 905	7 540	187	7 727
Other WECA	15 620	441	16 061	13 347	256	13 603
MENA	5 248	860	6 108	5 381	831	6 212
Sudan	2 918	566	3 484	3 472	560	4 032
Afghanistan	2 330	294	2 624	1 909	271	2 180
Bayobab¹	7 193	4 284	11 477	6 064	3 658	9 722
Major joint venture - Irancell²	9 365	-	9 365	8 564	-	8 564
Head office companies³	1 250	5 995	7 245	1 079	7 760	8 839
Eliminations	-	(14 461)	(14 461)	-	(15 645)	(15 645)
Hyperinflation impact	4 835	(120)	4 715	2 502	(18)	2 484
Irancell revenue exclusion	(9 365)	-	(9 365)	(8 564)	-	(8 564)
Consolidated revenue	221 123	-	221 123	207 133	-	207 133

¹ Bayobab has been disaggregated from head office companies in 2023 with comparative numbers restated accordingly.

² Irancell proportionate results are included in the segment analysis as reviewed by the CODM. This is, however, excluded from IFRS reported results due to equity accounting for joint ventures.

³ Head office companies consist mainly of revenue from the Group's central financing activities and management fees from segments.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.1 Operating segments (continued)

	2023	2022
	Rm	Restated ¹
CODM EBITDA	Rm	Rm
South Africa	18 623	19 480
Nigeria	36 916	41 087
SEA	10 549	8 877
Uganda	6 769	5 233
Zambia	1 075	847
Other SEA	2 705	2 797
WECA	23 299	19 109
Ghana	12 135	10 210
Côte d'Ivoire	3 392	2 950
Cameroon	3 749	2 752
Other WECA	4 023	3 197
MENA	1 800	2 716
Sudan	1 065	2 128
Afghanistan	735	588
Bayobab ²	1 201	1 182
Head office companies ³	(1 118)	568
Eliminations	(1 474)	(4 392)
CODM EBITDA	89 796	88 627
Major joint venture - Irancell ⁴	3 850	3 555
Hyperinflation impact	73	851
Gain on sale of MTN SA towers	76	371
Impairment loss on remeasurement of non-current assets held for sale	(900)	(1 263)
Impairment loss on Sudan assets due to war	(277)	-
Fair value adjustment on MTN Group shares	(9)	(101)
Irancell CODM EBITDA exclusion	(3 850)	(3 555)
CODM EBITDA before impairment of goodwill	88 759	88 485
Depreciation, amortisation and impairment of goodwill and investment in joint ventures	(42 031)	(35 008)
Net finance cost	(38 959)	(18 157)
Net monetary gain	744	1 251
Share of results of joint ventures and associates after tax	3 581	3 369
Profit before tax	12 094	39 940

¹ Restated, refer to note 11 for details on the restatement.

² Bayobab has been disaggregated from head office in 2023 with comparative numbers restated accordingly.

³ Included in 2022 R3.8 billion gain on the MTN Nigeria secondary offer and R1.4 billion gain on the MTN Ghana share localisation.

⁴ Irancell proportionate results are included in the segment analysis as reviewed by the CODM. This is, however, excluded from IFRS reported results due to equity accounting for joint ventures.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.1 Operating segments (continued)

	2023	2022
	Rm	Rm
Capital expenditure incurred		
South Africa¹	15 709	17 987
Nigeria	16 785	19 088
SEA	6 054	6 483
Uganda	3 478	4 261
Zambia	757	636
Other SEA	1 819	1 586
WECA	21 095	8 588
Ghana	5 521	3 515
Côte d'Ivoire	6 828	1 844
Cameroon	5 992	1 075
Other WECA	2 754	2 154
MENA	1 030	1 647
Sudan	619	1 264
Afghanistan	411	383
Bayobab²	1 501	1 311
Major joint venture - Irancell³	4 117	3 283
Head office companies	275	265
Eliminations	(345)	(99)
Hyperinflation impact	1 191	857
Irancell capex exclusion	(4 117)	(3 283)
	63 295	56 127

¹ 2022 capex has been re-presented to include contractual modifications to lease agreements in MTN SA.

² Bayobab has been disaggregated from head office in 2023 with comparative numbers restated accordingly.

³ Irancell proportionate results are included in the segment analysis as reviewed by the CODM. This is, however, excluded from IFRS reported results due to equity accounting for joint ventures.

The impact of hyperinflation on the segment analysis is as follows:

	2023	
	Revenue Rm	Capex Rm
2023		
Sudan	3 126	572
South Sudan (included in other SEA)	(247)	(41)
Ghana	1 836	660
	4 715	1 191
Major joint venture - Irancell	1 124	485
	2022	
	Revenue Rm	Capex Rm
Sudan	2 659	873
South Sudan (included in other SEA)	(175)	(16)
	2 484	857
Major joint venture - Irancell	1 346	551

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.2 Revenue from contracts with customers

The Group principally generates revenue from providing mobile telecommunications services, such as network services (comprising data, voice and SMS), digital and fintech services, interconnect and roaming services, as well as from the sale of mobile devices. Products and services may be sold separately or in bundled packages. The typical length of a contract for postpaid bundled packages is 24 months.

For bundled packages, the Group accounts for individual products and services separately if they are distinct. The consideration is allocated between separate products and services in a bundle based on their standalone selling prices. The standalone selling prices are determined based on the list prices at which the Group sells mobile devices and network services separately.

The main categories of revenue and the basis of recognition are as follows:

Network services and digital and fintech

The Group provides mobile telecommunication services, including network services and digital and fintech services. Network services (comprising data, voice and SMS) are considered to represent a single performance obligation as all are provided over the MTN network and transmitted as data representing a digital signal on the network. The transmission of voice, data and SMS all consume network bandwidth and therefore, irrespective of the nature of the communication, the subscriber ultimately receives access to the network. Network services are therefore viewed as a single performance obligation represented by capacity on the MTN network.

Digital and fintech services include value-added services, rich media services, MoMo, insurance, airtime lending, e-commerce, etc.

Customers either pay in advance for these services or pay monthly in equal instalments over the contractual period. A contract liability is recognised for amounts received in advance, until the services are provided or the likelihood of the usage of services becomes remote. The assessment of when services would become remote is based on historical experience in each market in which the Group operates.

The Group recognises revenue from these services as they are provided. Revenue is recognised based on actual units of network services/digital services provided during the reporting period as a proportion of the total units of network services/digital services expected to be provided. The customer receives and uses the benefits of these services simultaneously.

Mobile devices

The Group sells a range of mobile devices. The Group recognises revenue when customers obtain control of mobile devices, being when the customers take possession of the devices. For mobile devices sold separately, customers pay in full at the point of sale. For mobile devices sold in bundled packages, customers usually pay monthly in equal instalments over the contract period. Contract assets are recognised when customers take possession of devices for postpaid contracts.

The Group assesses postpaid contracts including handsets to determine if they contain a significant financing component. The Group has elected to apply the practical expedient that allows the Group not to adjust the transaction price for the significant financing component for contracts where the time difference between customer payment and transfer of goods or services is expected to be one year or less. For contracts containing significant financing components, the Group reduces device revenue and recognises interest revenue over the period between satisfying the related performance obligation and payment.

The Group bases the subscriber contract period on the contractual term and accounts for early upgrades as contract modifications. The effect of the modification is that the contract asset at modification date is treated as a payment to a customer and results in a reduction of the revenue from the subsequent contract.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.2 Revenue from contracts with customers (continued)

Interconnect and roaming

The Group provides interconnect and roaming services. The Group recognises interconnect and roaming revenue and a receivable (debtors) as the service is provided unless it is not probable (based on historical information) on transaction date that the interconnect revenue will be received, in which case interconnect revenue is recognised only when the cash is received or where a right of set-off exists with interconnect parties in settling amounts.

Payment for interconnect and roaming is generally received on a monthly basis. Some interconnect and roaming debtors have a historical pattern of late payment due to sanctions imposed. The Group has continued to provide services to these debtors (due to regulatory requirements) where the recovery of principal is significantly delayed beyond the contractual terms. The Group has considered historical payment patterns (i.e. customary business practice) in assessing whether the contract contains a significant financing component. For contracts containing a significant financing component, the Group reduces interconnect and roaming revenue and recognises interest revenue over the period between satisfying the related performance obligation and payment.

Capitalisation of subscriber acquisition costs

The Group expects that incremental subscriber acquisition costs for obtaining and renewing contracts are recoverable. These costs include agent's commission on postpaid contracts and SIM activation costs on prepaid contracts. The Group has therefore capitalised these costs as contract costs. Capitalised contract costs are amortised on a systematic basis over the average customer life and included in selling, distribution and marketing expenses in profit or loss.

In terms of a practical expedient, the Group has elected to recognise the incremental costs of obtaining contracts as a selling, distribution and marketing expense in profit or loss, when incurred, if the amortisation period of the assets that the Group otherwise would have recognised is 12 months or less.

Contract costs are assessed for impairment in terms of IAS 36 *Impairment of Assets* when there is an indication of impairment.

Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

	2023 Rm	2022 Rm
Contract assets	5 843	5 823
Contract assets - non-current	2 473	2 341
Contract assets - current	3 370	3 482
Loss allowance	(147)	(651)
Total contract assets	5 696	5 172
Capitalised contract costs	1 124	1 114
Contract liabilities	4 836	6 917

The Group also recognised a loss allowance for contract assets as per IFRS 9 *Financial Instruments* (IFRS 9).

Significant changes in contract assets and liabilities

Contract assets have increased compared to prior year mainly as a result of a lower ECL allowance. The contract asset ECL allowance reduced as a result of a significant improvement in the forward-looking scalar compared to the prior year.

Contract liabilities decreased due to a decrease in the provision of vouchers activated but not yet recharged. There was also a decrease in voice effective rates compared to the prior year.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.2 Revenue from contracts with customers (continued)

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

	2023 Rm	2022 Rm
Revenue recognised that was included in the contract liability balance	5 411	5 171

Unsatisfied performance obligations

	2023 Rm	2022 Rm
Aggregate amount of transaction price allocated to unsatisfied performance obligations	5 005	6 981

For postpaid contracts that were effective at 31 December 2023 the above amounts reflect the transaction price for services to be provided over the remainder of the contractual periods.

Management expects that 87% (2022: 87%) of the transaction price allocated to the unsatisfied contracts as of 31 December 2023 will be recognised as revenue amounting to R4 376 million (2022: R6 073 million) during the next reporting period. The remaining 13% (2022: 13%) amounting to R629 million (2022: R908 million) will be recognised in the 2025 financial year.

For contracts with a term of one year or less, the transaction price is not disclosed above as allowed by IFRS 15.

2.3 Operating expenses

Employee benefits

Short-term employee benefits

Salaries and wages, including non-monetary benefits and accumulated leave pay (remuneration), that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service, are recognised as a liability and are measured at the amounts expected to be paid when the liabilities are settled.

A liability for bonuses is recognised when there is no realistic alternative other than to settle the liability, and at least one of the following conditions is met:

- There is a formal plan and the amounts to be paid can be reliably estimated.
- Achievement of previously agreed bonus criteria has created a valid expectation by employees that they will receive a bonus and the amount can be reliably estimated.

Long-term employee benefits

Long-term service awards

Salaries and wages, includes long service awards which employees become entitled to after having been in the employ of the Group for a continuous period of between three and 30 years and depending on the specific Group entity with whom they are employed. Long-term service awards are recognised as a liability and are measured at the amount of the benefit attributable to the years of service rendered to date in comparison to the total years of continuous service required to qualify for the long-term employee benefit.

For both short-term and long-term employee benefits, remuneration to employees in respect of services rendered during a reporting period is expensed in that reporting period.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.3 Operating expenses (continued)

Long-term employee benefits (continued)

Share-based payment transactions

As part of long-term employee benefits, the Group operates a number of share incentive schemes. For further details, refer to note 8.4.

Post-employment benefits

Group companies operate various defined contribution plans. Contributions to defined contribution plans in respect of services rendered during a period are recognised as an employee benefit expense as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

	2023	2022
	Rm	Rm
Staff costs	(13 378)	(11 416)
Salaries and wages	(10 330)	(8 575)
Post-employment benefits	(571)	(487)
Share options granted to directors and employees (note 8.4)	(1 261)	(1 449)
Training	(250)	(233)
Other	(966)	(672)
Auditors' remuneration	(226)	(232)
Audit fees	(194)	(189)
Fees for other services	(20)	(33)
Expenses	(12)	(10)
Emoluments to directors and prescribed officers (note 10.1 and 10.2)	(288)	(325)
Research and development costs	(48)	(2)
(Loss)/gain on disposal of property, plant and equipment and intangible assets	(7)	185
Net impairment loss on property, plant and equipment (note 5.1)	(847)	(170)
Impairment loss on intangible assets (note 5.2)	(3)	(11)
Impairment loss on right-of-use assets	-	(3)
Net write-down of inventories to net realisable value (note 4.1)	(76)	(183)
Impairment and write-down of trade receivables and contract assets ¹	(1 330)	(1 579)
Impairment of cash balances	(17)	-
Increase in provisions (note 6.3) ²	(1 015)	(1 666)
Amortisation of capitalised contract costs	(977)	(782)
Professional and consulting fees	(2 733)	(2 738)

¹ The impairment and write-down of trade receivables and contract assets includes amounts disclosed in note 4.2 and R505 million impairment reversal (2022: R27 million impairment reversal) relating to contract assets.

² The increase in provision excludes bonus provision R1 399 million (2022: R1 226 million) and provision for long service awards R47 million (2022: 77 million) in 2023 with comparative numbers restated accordingly.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.4 Finance income, finance costs and net foreign exchange losses

Finance income

Finance income comprises interest income on funds invested and changes in the fair value of financial assets at fair value through profit or loss (FVTPL). Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Finance costs

Finance costs comprise interest expenses on borrowings, lease liability interest expense, unwinding of the discount on provisions and fair value movements. All borrowing costs are recognised in profit or loss using the effective interest method, unless the borrowing costs are directly attributable to the acquisition, construction or production of qualifying assets, in which case the directly attributable borrowing costs are capitalised.

Net foreign exchange losses

Foreign exchange gains/losses comprise of net foreign exchange losses and any losses on hedging instruments that are recognised in profit or loss.

	2023	2022
	Rm	Restated ¹ Rm
Interest income on loans and receivables	1 312	715
Interest income on bank deposits	1 813	1 393
Finance income	3 125	2 108
Interest expense on financial liabilities measured at amortised cost	(11 247)	(6 820)
Lease liability interest expense (note 6.5.3)	(7 662)	(7 432)
Finance costs²	(18 909)	(14 252)
Net foreign exchange losses²	(23 175)	(6 013)

¹ Restated, refer to note 11 for details on the restatement.

² Foreign exchange losses were previously included in finance costs and have been disaggregated in the current year and comparative numbers have been re-presented accordingly.

Nigeria currency devaluation

During the 2023 financial year, the Naira devalued from NGN461 as at 31 December 2022 to NGN907 as at 31 December 2023 against the US\$ and foreign exchange losses of NGN740 billion (R20 975 million) were recognised in MTN Nigeria. The foreign exchange losses are largely unrealised losses and relate mainly to the revaluation of the dollar component of tower lease liabilities and unsettled letters of credit for dollar denominated capital acquisitions.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.5 Cash generated from operations

	2023	2022
	Rm	Restated ¹
	Rm	Rm
Profit before tax	12 093	39 940
<i>Adjusted for:</i>		
Finance costs (note 2.4) ²	18 909	14 252
Foreign exchange losses (note 2.4) ²	23 175	6 013
Finance income (note 2.4)	(3 125)	(2 108)
Fair value adjustment on MTN Group shares	9	101
Depreciation of property, plant and equipment and right-of-use assets (note 5.1 and 6.5.3)	34 105	28 588
Amortisation of intangible assets (note 5.2)	7 926	5 795
Loss/(gain) on disposal of property, plant and equipment and intangible assets (note 2.3)	8	(185)
Impairment loss on remeasurement of non-current assets held for sale (note 9.4.2.4)	900	1 263
Amortisation of contract costs (note 2.3)	977	782
Share of results of associates and joint ventures after tax (note 9.2)	(3 581)	(3 369)
Increase in provisions (note 6.3)	2 461	2 969
Net write-down of inventories to net realisable value (note 4.1)	76	183
Impairment of goodwill and investment in joint ventures (note 5.2.1 and 9.2)	-	625
Net impairment loss on property, plant and equipment (note 5.1)	847	170
Net impairment loss on right-of-use assets (note 2.3 and note 6.5.3)	-	3
Net impairment loss on intangible assets (note 5.2)	3	11
Impairment and write-down of trade receivables and contract assets (note 2.3)	1 330	1 579
Share based-payment transactions (note 8.4)	1 261	1 449
Impairment of restricted cash balances (note 2.3)	17	-
Net monetary gain (note 1.5.5)	(744)	(1 251)
Gain on MTN SA tower sale (note 6.5.5)	(76)	(371)
Other	178	(471)
	96 749	95 968
Changes in working capital	(4 793)	(3 837)
Decrease/(increase) in inventories	828	(611)
Increase in contract assets and capitalised contract costs	(1 310)	(517)
Net increase in receivables and prepayments	(11 523)	(9 819)
Net increase in payables and contract liabilities	7 212	7 110
Cash generated from operations	91 956	92 131

¹ Restated, refer to note 11 for details on the restatement.

² Foreign exchange losses were previously included in finance costs and have been disaggregated in the current year and comparative numbers have been re-presented accordingly.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

2 RESULTS OF OPERATIONS (continued)

2.6 Reconciliation of cash flows arising from financing activities related to borrowings

	2023 Rm	2022 Rm
Borrowings at the beginning of the year	80 377	79 506
Current	15 454	14 949
Non-current	64 923	64 557
Cash flows	7 503	(3 108)
Proceeds from borrowings	33 381	25 000
Repayment of borrowings	(25 878)	(28 108)
Other movements	(4 580)	3 979
Effects of changes in foreign exchange rates and interest accrued	4 310	11 502
Transfer to held for sale ¹	(301)	-
Interest paid ²	(8 589)	(7 523)
Borrowings at the end of the year	83 300	80 377
Comprising:		
- Current	28 081	15 454
- Non-current	55 219	64 923

¹ Refer to note 9.4.2.

² Presented as part of cash generated from operating activities.

2.7 Reconciliation of cash flows arising from financing activities related to lease liabilities

	2023 Rm	2022 Restated ¹ Rm
Leases at the beginning of the year	55 850	45 315
Current	6 020	5 635
Non-current	49 830	39 680
Cash flows	(7 824)	(7 405)
Repayment of lease liabilities	(7 824)	(7 405)
Other movements	15 382	17 940
Additions ² (note 6.5.2)	17 943	15 362
Interest paid ³ (note 6.5.4)	(6 496)	(6 166)
Modifications ⁴	1 191	2 712
Transfer to held for sale ⁵ (note 6.5.5)	(48)	(1 583)
Effects of changes in foreign exchange rates and interest accrued	2 792	7 615
Leases at the end of the year	63 408	55 851
Comprising:		
- Current	9 030	6 020
- Non-current	54 378	49 830

¹ Restated, refer to note 11 for details on the restatement.

² In the current year, MTN Côte d'Ivoire had a significant addition of R4 123 million (2022: Rnil) related to the IHS contract which was renewed in April 2023. In 2022, additions include those additions related to MTN SA sale and leaseback (refer to note 6.5.5).

³ Presented as part of cash generated from operating activities.

⁴ In the current year, MTN SA had a lease modification, related to the reduction of the lease term with IHS Group. In prior year, MTN SA had a contract modification in existing lease agreements for RAN sharing agreements.

⁵ Refer to note 6.5.5 for remaining land leases that are held for sale. Refer to note 9.4.2 for liabilities associated with non-current assets held for sale.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

3 TAXATION

3.1 Income tax expense

The income tax expense for the period comprises current, deferred and withholding tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in OCI or directly in equity. For these items the tax is also recognised in OCI or directly in equity, respectively.

Current tax

Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the reporting date in the countries where the Company and its subsidiaries operate and generate taxable income, and any adjustment to tax payable in respect of previous years. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes liabilities where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is recognised by providing for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements for financial reporting purposes. Deferred tax is measured at tax rates (and laws) that have been enacted or substantively enacted at the reporting date and are expected to apply to temporary differences when they reverse.

Deferred tax is not provided on temporary differences arising on investments in subsidiaries, associates and joint ventures where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Withholding tax

Withholding tax is payable at different rates varying between 0% and 25% on amounts paid to the Group companies by certain of their subsidiaries as dividends, interest and management fees.

	2023	2022
	Rm	Restated ²
Analysis of income tax expense for the year	Rm	Rm
Normal tax	(12 778)	(17 747)
Current year	(12 507)	(16 257)
Adjustments in respect of the prior year ¹	(271)	(1 490)
Deferred tax (note 3.2)	6 177	2 513
Current year	6 007	1 026
Adjustments in respect of the prior year ¹	170	1 487
Withholding taxes on foreign income	(1 177)	(1 595)
	(7 778)	(16 829)

¹ Restated, refer to note 11 for details on the restatement.

² In prior years, mobile devices that were sold as part of postpaid contract packages were included in taxable income as the monthly subscriptions were invoiced. As revenue from such handsets are recognised upfront, historically there was a deferred tax liability recognised for the related timing difference. Following discussions with SARS the Group revised the timing on the inclusion of the handset revenue in taxable income to the date that the handsets are sold. Following this change, the related deferred tax liability was reversed and the related current tax liability was recognised, in 2022.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

3 TAXATION (continued)

3.1 Income tax expense (continued)

The table below explains the differences between the expected tax expense on continuing operations, at the South African statutory rate of 27% and the Group's total tax expense for each year.

The reconciliation of taxation has been performed using the statutory tax rate of the Company of 27% (2022: 28%). The impact of different corporate tax rates applied to the various jurisdictions in which the Group operates has been incorporated in the "Effect of different tax rates in other countries" line below.

The Group's effective tax rate is reconciled to the South African statutory rate as follows:

	2023	2022
	%	Restated ¹
		%
Tax rate reconciliation		
Tax at statutory tax rate	27.00	28.00
Expenses not allowed	39.09	11.24
Sudan non-deductible expenses ²	18.04	3.04
Assessed loss and other balances on which deferred tax was not recognised	8.20	4.06
Reversal of deferred tax asset	-	2.93
Disallowed interest expenses	0.78	0.31
Impairment of goodwill and investment in joint ventures	-	0.44
Controlled foreign company legislation imputation	2.17	0.64
Impairment loss on remeasurement of non-current assets held for sale	2.01	0.89
Hyperinflation ²	3.42	(1.35)
Other ³	4.47	0.28
Effect of different tax rates in other countries	(1.86)	1.72
Income not subject to tax	(1.61)	(0.44)
Exempt income	(1.61)	(0.25)
Gain on MTN SA tower sale	-	(0.19)
Share of results of associates and joint ventures	(7.99)	(2.36)
Foreign income and withholding taxes	10.15	4.01
Change in corporate income tax rate	(0.04)	0.39
Other	(0.42)	(0.42)
Effective tax rate	64.32	42.14

¹ Restated, refer to note 11 for details on the restatement.

² This line item includes the effect of hyperinflation and comparative has been re-presented to include hyperinflation which was previously included in other.

³ Includes disallowed expenses for depreciation and amortisation relating to MTN Nigeria and technical and management service fees incurred in both MTN Cameroon and MTN Benin which are subject to deductibility limitations.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

3 TAXATION (continued)

3.1 Income tax expense (continued)

The following are the corporate tax rates applicable to the various jurisdictions in which the Group operates:

Country	Corporate tax rate	
	2023 %	2022 %
Afghanistan	20	20
Benin	30	30
Cameroon	33	33
Congo-Brazzaville	28	28
Côte d'Ivoire S.A	30	30
Ethiopia	30	30
Ghana	25	25
Guinea-Bissau	25	25
Guinea-Conakry	35	35
Kenya	30	30
Liberia	25	25
Namibia	32	32
Netherlands	25	25
Nigeria	30	30
Rwanda ¹	28	30
South Africa ²	27	28
South Sudan	30	30
Sudan	10	10
Uganda	30	30
Zambia ³	35	40

¹ The Rwanda Revenue Authority (RRA) has published a Public Ruling of the Commissioner General dated 4 January 2024 concerning the reduction in the corporate income tax rate from 30% to 28% by Law No. 051/2023, which was published and entered into force on 14 September 2023.

² In the budget speech read in Parliament on 23 February 2022, South Africa's finance minister announced that the corporate tax rate be reduced from 28% to 27% for years of assessment ending on or after 31 March 2023.

³ With effect from 1 January 2023, the two-tier taxation system in the telecommunications sector has been abolished and replaced with a single tax rate of 35%.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

3 TAXATION (continued)

3.2 Deferred taxes

Deferred tax is accounted for in accordance with the accounting policy disclosed in note 3.1.

	1 January 2022 Restated ¹	Recognised in profit or loss Restated ¹	Exchange/ other movements ²	31 December 2022 Restated ¹	Opening balance hyperinflation adjustment	Recognised in profit or loss	Recognised in other comprehensive income	Exchange/ other movements ²	31 December 2023
	Rm	Rm	Rm	Rm		Rm	Rm	Rm	Rm
Provisions and tax losses carried forward ³	9 781	(310)	(201)	9 270	(2 349)	4 183	-	(2 473)	8 631
Working capital allowances	(613)	3 236	4	2 627	-	(380)	-	100	2 347
Tax allowances in excess of depreciation	(9 926)	(364)	582	(9 708)	-	(302)	-	2 841	(7 169)
Other temporary differences	(821)	(49)	38	(832)	-	2 676	-	(1 383)	461
Net deferred tax liability	(1 579)	2 513	423	1 357	(2 349)	6 177	-	(915)	4 270
Comprising:									
Deferred tax assets	6 709			6 071					9 507
Deferred tax liabilities	(8 288)			(4 714)					(5 237)
	(1 579)			1 357					4 270

¹ Restated, refer to note 11 for details on the restatement.

² Including the effect of hyperinflation.

³ The amendment indicated in the 2022 budget speech relating to the future limitation on the utilisation of assessed losses to 80% of taxable income came into effect for years of assessment ending on or after 31 March 2023.

Global minimum top-up tax

The Group is within the scope of the OECD Pillar Two model rules. The ultimate parent entity of the Group is located in South Africa, while the Group has an intermediate parent entity located in the United Arab Emirates. The United Arab Emirates has not enacted or substantively enacted new legislation to implement the global top-up tax as at 31 December 2023.

As part of the South African Minister of Finance's budget speech on 21 February 2024, the implementation of the global top-up tax legislation in South Africa was announced. In this regard, two draft Tax Bills setting out South Africa's proposed global top-up tax legislation were released on 21 February 2024 for public comment. Once enacted, it is envisaged that the South African global top-up tax legislation will be effective from 1 January 2024 for Groups with fiscal years commencing on or after that date. The draft legislation was not enacted as at 31 December 2023. In addition, in terms of Financial Reporting Pronouncement 1 ("FRP 1") and guidance issued in the Government Gazette No.41503 dated 16 March 2018, changes in tax laws should be regarded as being substantively enacted when they have been approved by Parliament and signed by the President. Accordingly, the draft legislation released by South Africa would also not be considered to be substantively enacted as at 31 December 2023 as it was not yet approved by Parliament or signed by the President.

The Group also operates in the Netherlands which enacted new legislation to implement the global top-up tax during December 2023. This legislation is effective from 1 January 2024. Therefore, there is no current tax impact for the year ended 31 December 2023.

The Group determined that the global minimum top-up tax, which it is required to pay under Pillar Two legislation, is an income tax in the scope of IAS 12. The Group has applied a temporary mandatory relief from deferred tax accounting for the impacts of the top-up tax and accounts for it as a current tax when it is incurred as provided for in the amendments to IAS 12 issued in May 2023.

Under the legislation, the Group will be liable to pay a top-up tax for the difference between its Global Anti-Base Erosion ("GloBE") effective tax rate per jurisdiction and the 15% minimum rate. The Group has performed a preliminary impact assessment of its potential exposure in relation to the Pillar Two legislation once it comes into effect. Based on the outcome of the assessment, the Group does not anticipate a material top-up tax impact in any of the jurisdictions in which it operates.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

3 TAXATION (continued)

3.2 Deferred taxes (continued)

There were deductible temporary differences and unused tax losses of R19 853 million (2022: R16 138 million) for which no deferred tax asset had been recognised in the statement of financial position at year-end.

2023

Year of expiry	2024	2025	2026	2027	2028	2029	Total
Amount (Rm)	655	1 153	2 065	321	1 562	557	6 313
No expiry (Rm)	-	-	-	-	-	-	13 540
Total ¹	655	1 153	2 065	321	1 562	557	19 853

2022

Year of expiry	2023	2024	2025	2026	2027	Total
Amount (Rm)	1 650	813	1 073	2 238	300	6 074
No expiry (Rm)	-	-	-	-	-	10 064
Total ¹	1 650	813	1 073	2 238	300	16 138

There were foreign tax credits of R801 million (2022: R728 million) for which no deferred tax asset had been recognised in the statement of financial position at year-end.

2023

Year of expiry	2024	2025	2026	2027	2028	2029	2030	Total
Amount (Rm)	79	93	98	124	119	143	145	801
Total ¹	79	93	98	124	119	143	145	801

2022

Year of expiry	2023	2024	2025	2026	2027	2028	2029	Total
Amount (Rm)	72	79	93	98	124	119	143	728
Total ¹	72	79	93	98	124	119	143	728

¹ Includes unused tax losses attributable to tax deductible expenditure recognised in OCI.

3.3 Income tax paid

	2023	2022
	Rm	Restated ¹
		Rm
At the beginning of the year	(8 993)	(3 890)
Amount recognised in profit or loss (note 3.1)	(7 778)	(16 829)
Deferred tax (note 3.1)	(6 177)	(2 513)
Effect of movements in exchange rates	3 496	64
Normal tax recognised in other comprehensive income	(205)	(312)
Decrease in withholding tax accruals	854	597
Transferred to held for sale (note 9.4.2.4)	80	186
Other	(651)	(162)
At the end of the year	3 542	8 993
Taxation assets	(2 277)	(2 402)
Taxation liabilities	5 819	11 395
Total tax paid	(15 832)	(13 866)

¹ Restated, refer to note 11 for details on the restatement.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

4 WORKING CAPITAL

4.1 Inventories

Inventories mainly comprise of handsets, SIM cards, accessories held for sale and consumable items.

Inventories are measured at the lower of cost and net realisable value. The cost of inventory is determined using the weighted average method.

	2023 Rm	2022 Rm
Finished goods – at cost	2 140	2 817
Handsets	1 192	1 779
SIM cards and accessories	948	1 038
Consumables	91	160
Less: Write-down to net realisable value ¹	(759)	(1 071)
	1 472	1 906

¹ The write-down of inventories to net realisable value mainly relates to handsets.

MTN Ghana has secured facilities through the pledge of its inventories amounting to R127 million (2022: R22 million) (note 6.1).

Reconciliation of write-down of finished goods

	At beginning of the year Rm	Additions ¹ Rm	Reversals ¹ Rm	Utilised Rm	Exchange and other movements Rm	At end of the year Rm
2023						
Movement in write-down	(1 071)	(99)	23	294	94	(759)
2022						
Movement in write-down	(1 014)	(203)	20	-	126	(1 071)

¹ A net write-down on inventories of R76 million (2022: R183 million net write-down) was recognised in the current year. This amount is included in other operating expenses in profit or loss (note 2.3).

4.2 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services rendered in the ordinary course of business and are accounted for at amortised cost in accordance with the accounting policy disclosed in note 7.1.

Prepayments and other receivables are measured at their nominal values.

	2023 Rm	2022 Rm
Trade receivables (note 7.1.4)	19 683	18 574
Less: Allowance for impairment of trade receivables (note 7.1.4)	(2 117)	(2 834)
Net trade receivables	17 566	15 740
Receivable from Irancell ¹	-	770
Prepayments and other receivables	3 932	2 816
Sundry debtors and advances ²	13 554	12 937
	35 052	32 263

¹ The receivable owing from Irancell has been reclassified from current receivables to other non-current receivables in the current year, based on management's assessment that the receivable is expected to be recovered more than 12 months after the reporting date.

² Sundry debtors and advances include advances to suppliers and receivables from related parties (note 10.1).

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

4 WORKING CAPITAL (continued)

4.2 Trade and other receivables (continued)

Impairment of trade receivables

An allowance for impairment of R1 312 million (2022: R1 194 million) was incurred in the current year. This amount is included in impairment and write down of trade receivables and contract assets in profit or loss (note 2.3). In 2022, R364 million was written-off directly to profit or loss.

The Group's exposure to credit and currency risk relating to trade and other receivables is disclosed in note 7.1.

Secured facilities and collateral

MTN Ghana has secured facilities through the pledge of its trade and other receivables amounting to R2 073 million (2022: R1 999 million) (note 6.1).

4.3 Restricted cash

Restricted cash comprises of short-term deposits that are not highly liquid and are accounted for at amortised cost in accordance with the accounting policy disclosed in note 7.1.

Restricted cash balance includes amounts of R7 944 million (2022: R7 203 million) related to MTN Nigeria operations. The balance relates to cash deposits with banks to secure letters of credit and collateral against repayment on borrowings. Furthermore, the restricted cash balance includes dividends from MTN Nigeria being held on behalf of the Group by the Nigeria Registrar at an amount of R1 930 million (2022: R592 million). These cash balances will remain restricted until foreign currency (US\$) becomes available in the market. In addition, the restricted cash balance includes an amount of R471 million (2022: R548 million) related to MTN Cameroon for garnishee orders in respect of ongoing court cases. Prior year restricted cash included an amount of R1 545 million, which is from MTN Nigeria secondary offer which became available to the Group during the current financial year (note 9.4.1.1).

4.4 Cash and cash equivalents

Cash and cash equivalents are accounted for at amortised cost and bank overdrafts are accounted for as financial liabilities in accordance with the accounting policy disclosed in note 7.1.

Cash and cash equivalents comprise of cash on hand and deposits held on call, all of which are available for use by the Group. Bank overdrafts are included within current liabilities on the statement of financial position, unless the Group has a current legally enforceable right to set off the amounts and intends to settle on a net basis, or realise the asset and settle the liability simultaneously, in which case it is netted off against cash and cash equivalents on the statement of financial position.

For the purposes of the statement of cash flows, cash and cash equivalents comprise of the following:

	2023	2022
	Rm	Rm
Cash at bank and on hand	37 184	43 832
Bank overdrafts	(990)	(716)
Net cash and cash equivalents	36 194	43 116

MTN Ghana has secured facilities through the pledge of its cash and cash equivalents amounting to R3 435 million (2022: R1 891 million) (refer to note 6.1).

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

4 WORKING CAPITAL (continued)

4.5 Trade and other payables

Trade payables, sundry creditors and accrued expenses are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. They are accounted for as financial liabilities in accordance with the accounting policy disclosed in note 7.1.

Other payables are measured at their nominal values.

	2023	2022
	Rm	Rm
Trade payables	17 582	16 513
Sundry creditors	3 370	2 598
Accrued expenses ¹	25 775	29 925
Other payables ²	10 567	8 214
Financial liability measured at fair value through profit or loss ³	608	-
	57 902	57 250

¹ Includes accruals for operating expenses, inventories and capital expenditure for which supplier invoices are outstanding at year-end.

² Includes dealer commissions, withholding taxes and VAT payable.

³ Relates to financing of an intangible asset. Refer to note 5.2 and note 7.1.1.

4.6 MoMo deposits and payables

MoMo deposits are balances that are held with banks for and on behalf of MoMo customers. MoMo regulations in most of the Group's markets require that these balances with banks are held in a manner to ensure that these balances are not co-mingled with the Group's cash and cash equivalents and that these are ring-fenced to settle MoMo customers' obligations. Regulations in certain jurisdictions specify the types of permissible liquid instruments that these deposits may be invested in. The deposits held are accounted for at amortised cost in accordance with the Group's accounting policy disclosed in note 7.1.

Upon recognition of the MoMo financial asset, the Group recognises a corresponding current liability, in the ordinary course, to refund MoMo customers for the deposits made.

The Group earns transactional fees and also earns interest on these MoMo balances and recognises the interest and transactional fees as part of revenue. Transactional fees are recognised over time as the transactions occur. The Group accounts for fees paid to agents as a commission expense as part of selling, distribution and marketing expenses and interest paid to customers in other operating expenses.

Cash flows that relate to interest received, transaction fees earned and operating expenses incurred are classified as operational cash flows. Cash flows that relate to the principal MoMo deposit balances and corresponding liabilities are reflective of customer transactions and, consequently, are not recorded on the Group's statement of cash flows.

MoMo involves the issuing of electronic money in return for cash. MoMo enables an active mobile phone subscriber to load a MoMo wallet, with a balance which is recorded electronically for immediate or later use. The Group utilises MoMo agents to facilitate customer activities i.e. depositing cash and loading and storing the MoMo in wallets. The Group also performs the activities of a MoMo agent through MTN branches. Any monetary value stored on a MoMo wallet is supported by an equivalent MoMo deposit held with a bank or multiple banks.

The Group provides the platform to administer the MoMo wallet and the MoMo service generally. The Group opens bank accounts in which the MoMo deposits and interest earned on the cash balances is held.

MoMo is a regulated service offering. These regulations govern the manner in which MoMo services are conducted as well as the rights and obligations of all parties to the MoMo service offering. These regulations and rights and obligations differ from market to market.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

4 WORKING CAPITAL (continued)

4.6 MoMo deposits and payables (continued)

The treatment of MoMo in the financial statements is not, and should not be construed as a waiver by members of the Group of any legal, contractual or statutory rights, remedies and defences they may have, or as an admission of liability enforceable against any of them in law or otherwise. The legal, contractual and statutory rights, remedies and defences of members of the Group are reserved.

	2023 Rm	2022 Rm
Non-current Mobile Money deposits	755	612
WECA	755	612
Côte d'Ivoire	755	612
Current Mobile Money deposits	49 418	38 661
South Africa	65	36
Nigeria	153	46
SEA	10 607	8 740
Uganda	7 194	5 529
Zambia	1 155	1 381
Other SEA	2 258	1 830
WECA	38 593	29 749
Ghana	24 898	18 757
Côte d'Ivoire	2 376	2 230
Cameroon	4 378	3 498
Other WECA	6 941	5 264
MENA	*	90
Sudan	*	90
Total MoMo deposits and current MoMo payables	50 173	39 273

* Amounts below R1 million.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS

5.1 Property, plant and equipment

Property, plant and equipment are measured at historical cost less accumulated depreciation and impairment losses.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of the equipment. The Group capitalises general and specific borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Other borrowing costs are expensed in profit or loss.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer to provisions (note 6.3) for further information about the recognised decommissioning provision and the accounting judgements, estimates and assumptions made.

In circumstances whereby the Group enters into an exchange transaction, the Group determines whether such an exchange has commercial substance. Property, plant and equipment acquired in an exchange transaction are measured at fair value unless the exchange transaction lacks commercial substance or the fair value of neither the asset received nor the asset given up is reliably measurable. If the acquired item is not measured at fair value, its cost is measured at the carrying amount of the asset given up. Any consideration paid or payable is included in the cost of the asset received. Property, plant and equipment received for no consideration are accounted for at zero value.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is calculated on a straight-line basis to write off the depreciable amount over their estimated useful lives. Depreciation relating to the property, plant and equipment under construction (capital work-in-progress) commences from the date the assets are transferred to an appropriate category of property, plant and equipment, i.e., when commissioned and ready for their intended use.

In determining residual values, the Group uses historical sales and management's best estimate based on market prices of similar items.

Useful lives of property, plant and equipment are based on management estimates and take into account historical experience with similar assets, the expected usage of the asset, physical wear and tear, technical or commercial obsolescence and legal restrictions on the use of the assets.

Land is not depreciated.

The estimated useful lives of property, plant and equipment are as follows:

	2023 Years	2022 Years
Buildings	5 - 50	5 - 50
Network infrastructure	2 - 25	2 - 25
Information systems equipment	2 - 15	2 - 15
Furniture and fittings	2 - 15	2 - 15
Leasehold improvements	3 - 20	3 - 20
Office equipment	2 - 13	2 - 13
Vehicles	3 - 13	3 - 13

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance costs are included in profit or loss during the financial period in which they are incurred. The gain or loss arising on the disposal or retirement of an asset is included in profit or loss.

The Group annually reviews the carrying amounts of its property, plant and equipment in order to determine whether there is any indication of impairment. If any such indication exists, the recoverable amounts of the assets are estimated in order to determine the extent, if any, of the impairment loss. Refer to note 1.3.4 for the accounting policy on impairment.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.1 Property, plant and equipment (continued)

	Land and buildings Rm	Leasehold improvements Rm	Network infrastructure Rm	Information systems, furniture and office equipment Rm	Capital work-in-progress /other Rm	Spare parts Rm	Vehicles Rm	Total Rm
Carrying amount at 1 January 2022	5 499	1 336	75 784	4 597	10 054	1 549	525	99 344
Additions	1 089	77	19 849	1 522	9 417	82	134	32 170
Disposals	(2)	(8)	(35)	(19)	-	(14)	(14)	(92)
Reallocations	327	51	7 462	953	(8 227)	44	66	676
Depreciation for the year	(140)	(330)	(17 973)	(1 895)	(275)	-	(168)	(20 781)
Net impairment loss	3	(1)	(75)	(3)	(95)	2	(1)	(170)
Reclassified to held for sale ¹	-	(1)	(732)	(68)	(4)	(40)	-	(845)
Other movements	(2)	4	53	(150)	(340)	(33)	-	(468)
Effect of movements in exchange rates ²	(73)	(71)	(1 853)	(147)	692	10	(42)	(1 484)
Carrying amount at 31 December 2022	6 701	1 057	82 480	4 790	11 222	1 600	500	108 350
Comprising:								
Cost	10 816	4 617	212 685	18 682	14 574	1 614	1 263	264 251
Accumulated depreciation and impairment losses	(4 115)	(3 560)	(130 205)	(13 892)	(3 352)	(14)	(763)	(155 901)
	6 701	1 057	82 480	4 790	11 222	1 600	500	108 350
Carrying amount at 1 January 2023	6 701	1 057	82 480	4 790	11 222	1 600	500	108 350
Opening hyperinflation adjustment ³	382	162	6 759	419	-	-	91	7 813
Additions	358	71	22 193	1 389	8 345	44	124	32 524
Disposals	(4)	(1)	(100)	(8)	-	-	(22)	(135)
Reallocations	344	(8)	3 983	743	(4 927)	(75)	48	108
Depreciation for the year	(320)	(147)	(21 394)	(2 277)	(309)	-	(218)	(24 665)
Net impairment loss	2	(1)	(729)	(91)	(29)	1	-	(847)
Reclassified to held for sale ⁴	-	(10)	(514)	(59)	(196)	-	(12)	(791)
Other movements	7	(5)	(300)	40	(33)	-	(4)	(295)
Effect of movements in exchange rates ²	(358)	(164)	(6 125)	79	1 728	(503)	(66)	(5 409)
Carrying amount at 31 December 2023	7 112	954	86 253	5 025	15 801	1 067	441	116 653
Comprising:								
Cost	11 702	4 832	243 147	21 678	19 805	1 083	1 360	303 607
Accumulated depreciation and impairment losses	(4 590)	(3 878)	(156 894)	(16 653)	(4 004)	(16)	(919)	(186 954)
	7 112	954	86 253	5 025	15 801	1 067	441	116 653

¹ Refer to note 9.4.2.1.

² Includes the effect of hyperinflation.

³ Adjustment is due to Ghana being assessed as a hyperinflationary economy.

⁴ Refer to note 9.4.2.2.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.1 Property, plant and equipment (continued)

5.1.1 Impairment (losses)/reversals

The following entities recognised impairment (losses)/reversals in other operating expenses in profit or loss:

	2023	2022
	Rm	Rm
MTN Nigeria	(57)	(29)
MTN Sudan ¹	(746)	-
Spacotel Guinea-Bissau S.A(MTN Guinea-Bissau) ²	(45)	(151)
Other	1	10
	(847)	(170)

¹ Due to the conflict in Sudan, there was limited damage during the period to the network infrastructure, resulting in a R277 million impairment of property, plant and equipment. The impairment as at 31 December 2023 is R746 million due to the effects of exchange rate movements and hyperinflationary adjustments.

² MTN Guinea-Bissau is held for sale in the current year, refer to note 9.4.2.2.

5.1.2 Capital work-in-progress

There are various capital work-in-progress projects under way within the Group, a summary of which is set out below:

	2023	2022
	Rm	Rm
MTN SA	465	655
MTN Ghana	573	137
MTN Sudan ¹	6 585	2 504
MTN Nigeria ²	2 936	3 348
MTN Côte d'Ivoire S.A. (MTN Côte d'Ivoire)	850	687
Spacotel Benin S.A (MTN Benin)	277	173
MTN South Sudan	77	56
MTN Congo-Brazzaville	199	194
MTN Cameroon Limited (MTN Cameroon)	1	74
Lonestar Communications Corporation (MTN Liberia)	117	99
MTN Uganda	70	44
Bayobab ³	1 961	1 339
GlobalConnect Zambia Limited	267	93
MTN Rwanda	99	62
Other ⁴	9	51
	14 486	9 809

¹ Mainly consist of the impact of hyperinflation.

² Includes work-in-progress relating to the MTN Nigeria 5G project rollout.

³ Mainly relates to work-in-progress on subsea cable infrastructure.

⁴ MTN Guinea-Conakry is held for sale in the current year, refer to note 9.4.2.2. It was aggregated in other in the current year. Comparatives were re-presented.

5.1.3 Changes in estimates

There were no material changes in the depreciation method, residual values or useful lives for any of the categories of property, plant and equipment during the current or prior year.

5.1.4 Encumbrances

Borrowings (note 6.1) are secured by various categories of property, plant and equipment with the carrying amounts of R16 494 million (2022: R7 703 million) for MTN Ghana, R118 million (2022: R156 million) for MTN Zambia, R119 million (2022: R118 million) for MTN Guinea-Bissau and R16 million (2022: R15 million) for MTN Guinea-Bissau and MTN Guinea-Conakry have been classified to held for sale, refer to note 9.4.2.2.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill

Goodwill

Goodwill is initially measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date fair values of the identifiable assets acquired and liabilities assumed.

Subsequently goodwill is measured at cost less accumulated impairment losses. Goodwill is tested for impairment annually and whenever there is an indication that the goodwill may be impaired.

Goodwill arising on the acquisition of subsidiaries is included in intangible assets. Goodwill arising on the acquisition of an associate or joint venture is included in 'Investment in associates and joint ventures' and is tested for impairment as part of the overall balance when there is an indicator of impairment.

The Group annually reviews the carrying amounts of intangible assets and goodwill with indefinite useful lives for impairments. The recoverable amounts of the assets are estimated in order to determine the extent, if any, of the impairment loss.

Intangible assets with finite useful lives

The Group's intangible assets with finite useful lives are as follows:

- Licences.
- Customer relationships.
- Computer software.
- Other intangible assets.

Intangible assets with finite useful lives are measured at historical cost less accumulated amortisation and impairment losses. The initial cost incurred in respect of licences is capitalised. Contingent licence fees are expensed as they are incurred.

Amortisation is calculated on a straight-line basis to write off the depreciable amount of intangible assets over their estimated useful lives.

Useful lives are reviewed on an annual basis with the effects of any changes in estimate accounted for on a prospective basis. The residual values of intangible assets are assumed to be zero.

The basis for determining the useful lives for the various categories of intangible assets is as follows:

	Basis for determining useful lives	2023 Years	2022 Years
Licences	The useful lives are determined primarily with reference to the unexpired licence period.	5 - 30	5 - 30
Customer relationships	The useful life principally reflects management's view of the average economic life of the customer base and is assessed by reference to factors such as customer churn rates. An increase in churn rates may lead to a reduction in the estimated useful life.	4 - 6	4 - 6
Software	The useful life is determined with reference to the licence term of the computer software. For unique software products controlled by the Group, the useful life is based on historical experience with similar assets as well as anticipation of future events such as technological changes, which may impact the useful life.	3 - 6	3 - 6
Other intangible assets	Useful lives are based on management's estimate and take into account historical experience as well as future events which may impact the useful lives.	3 - 10	3 - 10

The gain or loss arising on the disposal or retirement of an intangible asset is included in profit or loss.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill (continued)

Intangible assets with finite useful lives (continued)

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use.
- Management intends to complete the software and use or sell it.
- There is an ability to use or sell the software.
- It can be demonstrated how the software will generate probable future economic benefits.
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available.
- The expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use.

Costs associated with maintaining software programmes are recognised as an expense as incurred. Research and development expenditure that does not meet the criteria above is recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Expenditure that enhances or extends the performance of intangible assets beyond their original specifications is recognised as a capital improvement and capitalised to the original cost of the assets. Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill (continued)

	Goodwill Rm	Licences Rm	Customer relationships Rm	Software ¹ Rm	Other intangible assets Rm	Capital work- in-progress ¹ Rm	Total Rm
Carrying amount at							
1 January 2022	15 371	17 885	29	7 070	139	1 265	41 759
Additions	-	9 051	-	4 115	480	1 235	14 881
Disposals	-	-	-	(12)	-	-	(12)
Reallocations	-	(245)	(2)	1 014	(15)	(1 299)	(547)
Amortisation for the year	-	(2 628)	(24)	(3 136)	(7)	-	(5 795)
Net impairment loss	(283)	1	-	(9)	(3)	-	(294)
Reclassified to held for sale ²	(510)	(179)	-	(105)	-	-	(794)
Other movements	-	(165)	-	371	(2)	338	542
Effect of movements in exchange rates ³	(1 586)	(248)	(1)	(84)	5	(26)	(1 940)
Carrying amount at							
31 December 2022	12 992	23 472	2	9 224	597	1 513	47 800
Comprising:							
Cost	22 210	37 396	1 307	26 637	6 042	1 513	95 105
Accumulated amortisation and impairment losses	(9 218)	(13 924)	(1 305)	(17 413)	(5 445)	-	(47 305)
	12 992	23 472	2	9 224	597	1 513	47 800
Carrying amount at							
1 January 2023	12 992	23 472	2	9 224	597	1 513	47 800
Opening hyperinflation adjustment ⁴	17 399	1 072	-	220	-	-	18 691
Additions	-	7 724	3	6 671	167	1 388	15 953
Disposals	-	(14)	-	(8)	-	-	(22)
Reallocations	-	399	-	520	-	(1 049)	(130)
Amortisation for the year	-	(3 220)	-	(4 672)	(34)	-	(7 926)
Net impairment loss	-	(2)	-	-	(1)	-	(3)
Reclassified to held for sale ⁵	-	(833)	-	(107)	(6)	(17)	(963)
Other movements	-	(17)	-	(6)	-	60	37
Effect of movements in exchange rates ³	3 897	(4 517)	(1)	(327)	58	(185)	(1 075)
Carrying amount at							
31 December 2023	34 288	24 064	4	11 515	781	1 710	72 362
Comprising:							
Cost	39 609	42 571	1 316	30 981	6 292	1 710	122 479
Accumulated amortisation and impairment losses	(5 321)	(18 507)	(1 312)	(19 466)	(5 511)	-	(50 117)
	34 288	24 064	4	11 515	781	1 710	72 362

¹ Included in software are internally generated intangible assets with a carrying value of R2 billion (2022: R2.1 billion). During the year additions of R185 million (2022: R634 million) and amortisation of R213 million (2022: R204 million) were recognised.

² Refer to note 9.4.2.1.

³ Includes the effect of hyperinflation.

⁴ Adjustment is due to Ghana being assessed as a hyperinflationary economy.

⁵ Refer to note 9.4.2.2.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill (continued)

5.2.1 Goodwill

A summary of the goodwill allocation and related assumptions applied for impairment testing purposes is presented below:

	2023			2022		
	Growth rate	Discount rate	Goodwill carrying amount	Growth rate	Discount rate	Goodwill carrying amount
	%	%	Rm	%	%	Rm
MTN Côte d'Ivoire	2.0	11.7	3 760	2.0	10.7	3 396
MTN Ghana	8.0	27.4	22 907	6.0	28.9	2 146
MTN Uganda	5.0	19.2	781	5.0	16.8	740
MTN Congo-Brazzaville	3.0	20.1	1 245	3.0	19.7	1 124
MTN Benin	2.0	12.9	1 744	2.0	12.0	1 558
MTN SA	4.5	13.4	2 563	4.5	12.5	2 584
MTN Rwanda	5.0	16.4	307	5.0	16.5	338
MTN Nigeria	14.0	30.6	202	10.5	24.6	370
aYo ¹	4.5	15.3	746	N/A	N/A	696
Other	-	-	33	-	-	40
Total			34 288			12 992

¹ Impairment testing for aYo was based on the aYo share sale transaction in the prior year. Refer to note 9.4.1.2

Goodwill is tested annually for impairment. The recoverable amounts of the CGUs were determined based on value in use calculations. The calculations mainly used cash flow projections based on financial budgets approved by management covering a three to five-year period. Cash flows beyond the above period were extrapolated using the estimated growth rates as mentioned above. These growth rates are in line with industry norms.

The following key assumptions were used for the value in use calculations:

- Growth rates: the Group used steady growth rates to extrapolate revenues beyond the budget period cash flows. The growth rates were consistent with publicly available information relating to long-term average growth rates for each of the markets in which the respective CGU operated. The average growth rates used ranged from 2.0% to 14.0% (2022: 1.9% to 10.5%).
- Discount rates: discount rates used reflect both time value of money and other specific risks relating to the relevant CGU. The Group experienced a deterioration in these specific risks, as a result, the discount rates ranged from 11.7% to 30.6% (2022: 10.7% to 29.5%).

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill (continued)

5.2.1 Goodwill (continued)

Goodwill impairment

Impairment losses were recognised relating to the following entities:

	2023 Rm	2022 Rm
MTN Guinea-Bissau (note 9.4.2.2)	-	(251)
Other	-	(32)
	-	(283)

5.2.2 Encumbrances

Borrowings are secured by various categories of intangible assets of MTN Ghana with a carrying amount of R965 million (2022: R344 million), refer to note 6.1.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill (continued)

5.2.3 Licences

Licence agreements	Type	Granted/renewed	Term
MTN SA	ECS licence	15/01/2009	20 years
	ECNS licence	15/01/2009	20 years
	900MHz	29/01/2003	Renewable annually
	1800MHz	29/10/2004	Renewable annually
	2100MHz	02/02/2005	Renewable annually
	6GHz	30/08/2015	Renewable annually
	7GHz	14/06/2010	Renewable annually
	8GHz	14/06/2010	Renewable annually
	10.5GHz	07/02/2006	Renewable annually
	11GHz	23/03/2009	Renewable annually
	13GHz	06/04/2009	Renewable annually
	15GHz	21/10/2005	Renewable annually
	18GHz	14/06/2010	Renewable annually
	23GHz	14/06/2010	Renewable annually
	26GHz Sub 17	21/10/2005	Renewable annually
	26GHz Sub 18	07/02/2006	Renewable annually
	28GHz	12/04/2012	Renewable annually
	38GHz	07/10/2006	Renewable annually
	Eband (60-90GHz)	13/12/2007	Renewable annually
Spectrum 800MHz 2x10MHz	17/03/2022	20 years	
Spectrum 2600MHz 1x40MHz	17/03/2022	20 years	
Spectrum 3500MHz 1x40 MHz	17/03/2022	20 years	
MTN Uganda	National Operator Telecom Licence	01/07/2020	12 years
MTN Rwanda	2G	01/07/2021	10 years
	3G	01/07/2021	10 years
	4G	01/07/2023	8 years
MTN Nigeria	Universal Access Licence (including International Gateway)	01/09/2021	10 years
	WACS	01/01/2010	20 years
	700MHz spectrum ¹	16/01/2018	TBC
	800MHz spectrum (Visafone)	01/01/2015	10 years
	800MHz - Intercellular acquisition	01/01/2021	10 years
	900MHz	01/09/2021	10 years
	1800MHz	01/09/2021	10 years
	2.6GHz spectrum	01/01/2018	10 years
	3G spectrum	01/05/2022	15 years
	3.5GHz spectrum	24/08/2022	10 years
2.6GHz (Opensky Acquisition)	07/09/2023	10 years	
MTN Zambia	National Service Licence	08/08/2017	8 years
	International Network Licence	08/08/2017	8 years

¹ The Nigerian Communications Commission suspended the effective date (16 January 2018) of the licence until all encumbrances (interferences on the network) have been cleared.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill (continued)

5.2.3 Licences (continued)

Licence agreements	Type	Granted/renewed	Term
MTN Ghana	International gateway	11/08/2019	5 years
	Fixed access service of united access	23/03/2020	15 years
	800MHz Spectrum (2x5MHz)	10/01/2020	15 years
	BroadBand Wireless Access (2600MHz radio access)	01/12/2018	15 years
	2G (900MHz & 1800MHz)	12/02/2019	15 years
	2G (900MHz & 1800MHz)	02/12/2019	15 years
	3G	23/01/2009	15 years
	4G (LTE) Spectrum (800MHz Spectrum (2x10MHz))	21/06/2016	15 years
	BWA 30MHz 2620MHz to 2650MHz	18/06/2023	5 years
BWA 30MHz 2500MHz to 2690MHz	18/06/2023	5 years	
MTN Cameroon	2G	15/02/2015	15 years
	3G	15/02/2015	15 years
	4G	15/02/2015	15 years
MTN Côte d'Ivoire	Universal networks	04/01/2016	17 years
MTN Benin	900MHz	19/10/2007	30 years
	1800 MHz	19/10/2007	30 years
	Universal licence	19/03/2012	25 years
MTN Guinea-Conakry ¹	2G	04/02/2022	10 years
	3G	04/02/2022	10 years
	4G	04/02/2022	10 years
MTN Congo-Brazzaville	Optical fibre licence	02/04/2010	15 years
	International gateway by optical fibre	06/01/2023	10 years
	900MHz	25/11/2011	15 years
	1800MHz	25/11/2011	15 years
	2G	25/11/2011	15 years
	3G	25/11/2011	17 years
	LTE Spectrum	12/09/2016	15 years
MTN Liberia	WiMax	24/03/2009	15 years
	Universal Telecommunication Licence	04/08/2015	15 years
MTN Guinea-Bissau ¹	900MHz	23/05/2014	10 years
	1800MHz	23/05/2014	10 years
	3G	17/07/2015	10 years
	4G	17/07/2015	10 years
MTN Sudan	2G + 3G	25/10/2005	20 years
	Transmission	25/10/2005	20 years
	VSAT gateway	25/10/2005	20 years
	VSAT hub	25/10/2005	20 years
	VSAT terminal	25/10/2005	20 years
	Frequency 4G	25/10/2017	7 years

¹ Refer to note 9.4.2.2.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

5. INFRASTRUCTURE INVESTMENTS (continued)

5.2 Intangible assets and goodwill (continued)

5.2.3 Licences (continued)

Licence agreements	Type	Granted/renewed	Term
MTN Afghanistan ²	2G Spectrum licence	01/10/2020	10 years
	3G unified licence	01/07/2012	15 years
	New number range RTU	31/10/2012	15 years
	New number range RTU	25/08/2013	14 years
	New number range RTU	31/10/2014	13 years
	New number range RTU	31/05/2015	12 years
	New number range RTU	31/12/2018	9 years

² Refer to note 9.4.2.1.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS

6.1 Borrowings

Borrowings are accounted for as financial liabilities in accordance with the accounting policy disclosed in note 7.1.

Fees paid on the establishment of loan facilities are recognised as transaction costs and capitalised to the extent that it is probable that some or all of the facility will be drawn down. When the draw down is made, the transaction costs are amortised to profit or loss using the effective interest method. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Details of the Group's significant unsecured borrowings are provided below:

	2023 Rm	2022 Rm	Denomi- nated currency	Nominal Interest %*	Interest payment	Final maturity
Unsecured						
MTN Holdings	30 285	28 441				
	-	604	ZAR ^{2,4}	9.0	Quarterly	June 2023
	907	906	ZAR ^{2,4}	10.4	Quarterly	June 2025
	-	1 007	ZAR ^{2,3}	9.5	Quarterly	February 2023
	5 257	5 252	ZAR ^{1,2}	11.0	Quarterly	June 2025
	403	402	ZAR ^{2,4}	10.1	Quarterly	March 2025
	1 208	1 208	ZAR ^{2,4}	10.3	Quarterly	September 2026
	507	506	ZAR ^{2,4}	10.1	Quarterly	May 2024
	504	504	ZAR ^{2,4}	10.0	Quarterly	May 2024
	574	574	ZAR ^{2,4}	10.3	Quarterly	May 2026
	2 023	2 018	ZAR ^{2,3}	10.7	Quarterly	June 2024
	2 001	1 999	ZAR ^{2,3}	10.9	Quarterly	June 2024
	1 535	1 524	ZAR ^{2,3}	10.6	Quarterly	June 2024
	1 041	1 037	ZAR ^{2,4}	10.5	Quarterly	October 2024
	-	851	ZAR ^{2,4}	9.8	Quarterly	June 2023
	163	163	ZAR ^{2,4}	11.3	Quarterly	January 2026
	931	932	ZAR ^{2,4}	8.3	Semi-annual	January 2026
	-	447	ZAR ^{2,4}	9.0	Quarterly	July 2023
	357	357	ZAR ^{2,4}	10.0	Quarterly	June 2024
	944	944	ZAR ^{2,4}	10.5	Quarterly	June 2026
	739	739	ZAR ^{2,4}	10.8	Quarterly	June 2028
	322	322	ZAR ^{2,4}	9.9	Quarterly	March 2025
	1 399	1 400	ZAR ^{2,4}	10.2	Quarterly	March 2027
	587	588	ZAR ^{2,4}	10.6	Quarterly	September 2028
	543	542	ZAR ^{2,4}	9.8	Quarterly	September 2025
	1 046	1 046	ZAR ^{2,4}	10.1	Quarterly	September 2027
	989	989	ZAR ^{2,4}	10.4	Quarterly	September 2029
	714	713	ZAR ^{2,4}	10.1	Quarterly	November 2027
	869	867	ZAR ^{2,4}	10.3	Quarterly	November 2029

¹ Syndicated term loan facility

² Variable interest rate

³ Bilateral term loan facility

⁴ Domestic medium-term notes

* Contractual interest rates on loans as at 31 December 2023.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.1 Borrowings (continued)

Details of the Group's significant unsecured borrowings are provided below:

	2023 Rm	2022 Rm	Denomi- nated currency	Nominal interest %*	Interest payment	Final maturity
MTN Holdings (continued)	367	-	ZAR ^{2,4}	9.8	Quarterly	June 2026
	604	-	ZAR ^{2,4}	10.0	Quarterly	June 2028
	1 030	-	ZAR ^{2,4}	10.3	Quarterly	June 2030
	251	-	ZAR ^{2,4}	9.7	Quarterly	September 2026
	351	-	ZAR ^{2,4}	10.0	Quarterly	September 2028
	401	-	ZAR ^{2,4}	10.2	Quarterly	September 2030
	504	-	ZAR ^{2,6}	10.1	Quarterly	December 2027
	707	-	ZAR ^{2,6}	10.2	Quarterly	December 2027
	507	-	ZAR ^{2,6}	10.2	Quarterly	December 2027
MTN Nigeria	15 598	25 497				
	1 252	3 443	NGN ^{1,2}	16.1	Quarterly	August 2025
	502	1 289	NGN ^{1,2}	16.1	Quarterly	May 2026
	-	641	US\$ ^{1,2}	8.4	Semi-annual	December 2023
	-	829	NGN ^{5,9}	9.1	Quarterly	March 2023
	1 234	1 142	US\$ ^{2,6}	8.0	Semi-annual	April 2031
	1 464	403	US\$ ^{2,6}	11.5	Semi-annual	April 2029
	-	5 961	NGN ^{2,10}	1.4	Monthly	April 2023
	6 431	11 789	NGN ^{5,11}	12.8	Semi-annual	May 2028
	4 715	-	NGN ^{5,11}	14.6	Quarterly	May 2024
MTN International (Mauritius) Limited	6 572	-				
	6 572	-	ZAR ^{1,2}	1.8	Quarterly	October 2028
MTN (Mauritius) Investments Limited	11 029	16 336				
	1 776	7 703	US\$ ^{5,8}	4.8	Semi-annual	November 2024
	9 253	8 633	US\$ ^{5,8}	6.5	Semi-annual	October 2026
MTN Zambia	949	1 175				
	526	905	ZMK ^{1,2}	20.0	Semi-annual	June 2026
	206	270	ZAR ^{1,2}	15.0	Semi-annual	June 2026
	79	-	ZMK ^{5,14}	16.5	Annual	November 2025
	138	-	ZMK ^{5,14}	16.5	Annual	December 2025
MTN Uganda	978	1 142				
	169	282	UGX ^{1,2}	15.6	Quarterly	February 2025
	-	57	UGX ^{2,6}	14.8	Quarterly	December 2023
	543	355	UGX ^{1,2}	15.9	Quarterly	February 2025
	266	448	UGX ^{1,2}	13.0	Quarterly	February 2025

¹ Syndicated term loan facility

² Variable interest rate

³ Revolving credit facility

⁴ Domestic medium-term notes

⁵ Fixed interest rate

⁶ Bilateral term loan facility

⁷ Export credit facility

⁸ Senior unsecured notes

⁹ Commercial paper

¹⁰ Credit letter

¹¹ Local bonds

¹² Bank borrowings

¹³ Preference shares

¹⁴ Vendor finance facility

¹⁵ Bridge finance

* Contractual interest rates on loans as at 31 December 2023.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.1 Borrowings (continued)

Details of the Group's significant unsecured borrowings are provided below:

	2023 Rm	2022 Rm	Denomi- nated currency	Nominal interest %*	Interest payment	Final maturity
MTN Benin	1 171	1 195				
	32	34	CFA ^{5,12}	2.0	Semi-annual	April 2029
	32	85	CFA ^{5,12}	7.2	Semi-annual	May 2024
	799	1 076	CFA ^{1,5}	6.8	Semi-annual	November 2025
	308	-	CFA ^{5,12}	6.8	Annual	December 2024
MTN Côte d'Ivoire	3 423	2 658				
	804	1 014	CFA ^{1,5}	7.0	Quarterly	January 2026
	1 849	1 644	CFA ^{1,5}	6.0	Quarterly	September 2029
	770	-	CFA ^{1,5}	7.0	Quarterly	December 2032
MTN Cameroon	2 692	251				
	-	251	XAF ^{1,3,5}	6.0	Monthly	December 2023
	2 692	-	XAF ^{1,5}	5.5	Monthly	May 2027
MTN Rwanda	1 101	1 436				
	732	1 076	RWF ^{1,2}	15.0	Semi-annual	July 2028
	369	360	RWF ^{1,2}	15.0	Semi-annual	November 2025
MTN Congo-Brazzaville	644	765				
	538	765	CFA CB ^{1,5}	5.0	Quarterly	June 2025
	106	-	CFA CB ^{5,12}	5.0	Quarterly	December 2024
Ayo Holdings Limited	188	-				
	188	-	US\$ ^{2,15}	7.3	Monthly	July 2024
Other unsecured borrowings	-	76				
Total unsecured borrowings	74 630	78 972				

¹ Syndicated term loan facility

⁵ Fixed interest rate

⁹ Commercial paper

¹³ Preference shares

² Variable interest rate

⁶ Bilateral term loan facility

¹⁰ Credit letter

¹⁴ Vendor finance facility

³ Revolving credit facility

⁷ Export credit facility

¹¹ Local bonds

¹⁵ Bridge finance

⁴ Domestic medium-term notes

⁸ Senior unsecured notes

¹² Bank borrowings

* Contractual interest rates on loans as at 31 December 2023.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.1 Borrowings (continued)

Details of the Group's significant secured borrowings are provided below:

	2023 Rm	2022 Rm	Denomi- nated currency	Nominal interest %*	Interest payment	Final maturity	Security/ collateral
Secured							
MTN Ghana	340	599					
	340	599	GHS ^{1,2}	34.8	Semi- annual	June 2025	Floating charge on company assets
MTN Zambia	187	199					
	187	199	ZMK ^{2,6}	21.5	Semi- annual	February 2027	Security on fixed assets
MTN Nigeria	8 111	-					
	8 111	-	US\$ ^{2,7}	8.1	Monthly	December 2024	Security on restricted cash
MTN Guinea-Bissau ⁸	-	171					
	-	171	XOF ^{4,5}	7.0	Monthly	November 2028	Security on fixed assets
MTN Guinea-Conakry ⁸	-	367					
	-	367	GNF ^{4,5}	10.5	Monthly	September 2027	Security on fixed assets
Other secured borrowings	32	69					
Total secured borrowings	8 670	1 405					
Total unsecured borrowings	74 630	78 972					
Total borrowings	83 300	80 377					

¹ Syndicated term loan facility

² Variable interest rate

³ Revolving credit facility

⁴ Fixed interest rate

⁵ Bank borrowings

⁶ Medium-term loan

⁷ Credit letter

⁸ Secured borrowings relating to MTN Guinea-Bissau and MTN Guinea-Conakry were excluded as these entities are held for sale. (refer to note 9.4.2.2)

* Contractual interest rates on loans as at 31 December 2023.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.1 Borrowings (continued)

	2023 Rm	2022 Rm
The classification of the Group's borrowings is as follows:		
Current	28 081	15 454
Non-current	55 219	64 923
	83 300	80 377
The carrying amounts of the Group's borrowings are denominated in the following currencies:		
Nigerian naira	12 900	23 311
United States dollar	22 026	18 970
South African rand	37 063	28 711
Benin Communauté Financière Africaine franc	1 171	1 195
Côte d'Ivoire Communauté Financière Africaine franc	3 423	2 658
Zambian kwacha	930	1 104
Congo-Brazzaville Communauté Financière Africaine franc	644	765
Ugandan shilling	978	694
Cameroon Communauté Financière Africaine franc	2 692	251
Ghanaian cedi	340	599
Rwandan franc	1 101	1 436
Guinea-Bissau Communauté Financière Africaine franc ¹	-	171
Guinean franc ¹	-	367
Other currencies	32	145
	83 300	80 377

¹ The borrowings relating to MTN Guinea-Bissau and MTN Guinea-Conakry were excluded as these entities are held for sale (refer to note 9.4.2.2).

The Group has undrawn variable rate facilities of R44 598 million (2022: R56 058 million).

6.2 Other non-current liabilities

Deferred income is accounted for in accordance with the policy disclosed in note 2.2 and other liabilities are accounted for in accordance with the accounting policy disclosed in note 7.1.

	2023 Rm	2022 Rm
Deferred income ¹	1 157	1 045
Finance liabilities ²	1 880	-
Other	1 144	1 079
	4 181	2 124

¹ Includes deferred income relating to indefeasible right-of-use asset over capacity on international telecommunication cables which are amortised to the income statement on a monthly basis.

² Relates to financing of an intangible asset (refer to note 5.2 and 7.1.1.)

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.3 Provisions

A provision is recognised when there is a present legal or constructive obligation as a result of a past event for which it is more likely than not that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision to pay a levy is not recognised until the obligating event specified in the legislation occurs, even if there is no realistic opportunity to avoid the obligation. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expected outflow of resources required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as a finance cost.

	At the beginning of the year Rm	Additions Rm	Reversals Rm	Utilised Rm	Exchange and other movements ¹ Rm	At the end of the year Rm
2023						
Non-current						
Decommissioning provision	235	63	-	(57)	4	245
Employee benefit provisions	624	80	(34)	(160)	(70)	440
Litigation provisions	163	2	-	(2)	(75)	88
Other provisions ²	82	80	(5)	(7)	(58)	92
	1 104	225	(39)	(226)	(199)	865
Current						
Bonus and other employee benefit provisions	2 914	1 737	(91)	(2 398)	(55)	2 107
Licence obligations	230	-	-	(165)	-	65
Litigation provisions	743	398	(34)	(351)	(269)	487
Other provisions ²	1 104	543	(278)	(514)	63	918
	4 991	2 678	(403)	(3 428)	(261)	3 577

¹ Includes the effect of hyperinflation.

² Other provisions relates to tax exposures, restructuring and credit notes.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.3 Provisions (continued)

	At the beginning of the year Rm	Additions Rm	Reversals Rm	Utilised Rm	Exchange and other movements ¹ Rm	At the end of the year Rm
2022						
Non-current						
Decommissioning provision	269	13	(28)	(36)	17	235
Employee benefit provisions	648	174	(2)	(221)	25	624
Litigation provisions	92	59	-	-	12	163
Other provisions ²	62	77	(68)	-	11	82
	1 071	323	(98)	(257)	65	1 104
Current						
Bonus and other employee benefit provisions	2 551	1 642	(43)	(1 140)	(96)	2 914
Licence obligations	164	81	-	(15)	-	230
Litigation provisions	767	322	(2)	(340)	(4)	743
Other provisions ²	606	1 175	(432)	(191)	(54)	1 104
	4 088	3 220	(477)	(1 686)	(154)	4 991

¹ Includes the effect of hyperinflation.

² Other provisions relates to tax exposures, restructuring and credit notes.

Decommissioning provision

This provision relates to the estimate of the cost of dismantling and removing either an item of property, plant and equipment or a right-of-use asset and restoring the site on which the item was located to its original condition. The Group also provides for the anticipated costs associated with the restoration of leasehold property to its original condition at inception of the lease, including removal of items included in property, plant and equipment or right-of-use assets that are erected on leased land.

The Group only recognises these decommissioning costs for the proportion of its overall number of sites for which it expects decommissioning to take place. The expected percentage has been based on actual experience in the respective operations.

Bonus and other employee benefit provisions

The bonus provision consists of a performance-based bonus, which is determined by reference to the overall Group entity's performance with regard to a set of predetermined key performance measures. Bonuses are payable annually after the Group annual results have been approved. Other employee benefit provisions include long-term service awards. This provision relates to the estimated staff cost associated with employees becoming entitled to a long-term service award after having been in the employ of the Group for a continuous period of between three and 30 years depending on the specific Group entity with whom they are employed.

Licence obligations

The licence obligations provision represents the estimated costs to be incurred in fulfilling the Universal Services Obligation (USO) in South Africa. USOs are governed by the Electronic Communications Act.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.3 Provisions (continued)

Litigation

The Group is involved in various third party, regulatory and indirect taxation matters specific to the respective jurisdictions in which the Group operates. These matters may not necessarily be resolved in a manner that is favourable to the Group. The Group has therefore recognised provisions in respect of these matters based on estimates and the probability of an outflow of economic benefits and should not be construed as an admission of legal liability. When legal action has either been initiated or is reasonably expected, these matters are categorised as litigation provisions. The expected timing of cash outflows is uncertain depending on the specifics of each matter.

6.4 Capital commitments

Commitments for the acquisition of property, plant and equipment and software:

	2023 Rm	2022 Rm
Capital expenditure authorised not yet incurred at the reporting date is as follows:		
Contracted	16 034	9 808
- Property, plant and equipment ¹	14 052	8 830
- Software	1 982	978
Not contracted	20 848	26 365
- Property, plant and equipment ²	15 689	21 574
- Software ²	5 159	4 791
Total commitments for property, plant and equipment and software	36 882	36 173

¹ Includes capital expenditure commitment by MTN Nigeria for the 5G project rollout.

² The capital commitments relating to MTN Guinea-Bissau and MTN Guinea-Conakry have been excluded as these entities are held for sale.

Capital expenditure will be funded from operating cash flows, existing borrowing facilities and, where necessary, by raising additional facilities.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.5 Leases

6.5.1 The Group's leasing activities and significant accounting policies

The Group's leases include network infrastructure (including tower space and land), retail stores, vehicles, licences and office equipment. Rental contracts are typically made for fixed periods varying between two to 15 years but may have renewal periods as described below.

The Group recognises right-of-use assets and lease liabilities at the lease commencement date for most leases. However, the Group has elected not to recognise right-of-use assets and lease liabilities for some leases of low-value assets (e.g. office equipment) and for short-term leases, i.e. leases that at commencement date have lease terms of 12 months or less. The Group defines low-value leases as leases of assets for which the value of the underlying asset when it is new is US\$5 000 or less and is not considered fundamental to its network. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term.

Generally, the Group uses its incremental borrowing rate to discount the lease payments. The Group's incremental borrowing rate is the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments specific to the lease, e.g. term, country, currency and security.

After commencement date, the lease liability is increased to reflect the accretion of interest and reduced for the lease payments made. The lease liability is remeasured when there is a change in future lease payments such as changes arising from a change in index or rate, a change in the estimate of the amount payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The right-of-use assets are initially measured at cost comprising the following:

- The amount of the initial measurement of the lease liability.
- Any lease payments made at or before the commencement date less any lease incentives received.
- Any initial direct costs.
- Decommissioning costs.

The right-of-use assets are subsequently measured at cost less any accumulated depreciation and impairment losses and adjusted for certain remeasurements of the lease liability. The right-of-use assets are depreciated over the shorter of the assets' useful lives and the lease terms on a straight-line basis.

6.5.1.1 Renewal and termination options

A number of lease contracts include the option to renew the lease for a further period or terminate the lease earlier. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The Group applies judgement in assessing whether it is reasonably likely that options will be exercised. Factors considered include how far in the future an option occurs, the Group's business planning cycle, significance of related leasehold improvements and past history of terminating/not renewing leases.

The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

A number of leases entitle both the Group and the lessor to terminate the lease without a termination penalty. In determining whether the Group has an economic incentive to not exercise the termination option, the Group considers the broader economics of the contract and not only contractual termination payments.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.5 Leases (continued)

6.5.1 The Group's leasing activities and significant accounting policies (continued)

6.5.1.1 Renewal and termination options (continued)

As at 31 December 2023, a number of lease contracts relating to network infrastructure, include renewal options for an unlimited number of renewal periods. Due to the judgement exercised in relation to the determination of the lease term as outlined above, the Group is exposed to potential future cash outflows relating to an indefinite period which have not been included in the lease liability because it is not reasonably certain that the leases will be extended beyond the estimated lease term.

6.5.1.2 Lease and non-lease components

A number of lease contracts include both lease and non-lease components (e.g. maintenance, security, etc). The Group allocates the consideration in the contract to each lease and non-lease component based on their relative stand-alone selling prices. The stand-alone selling prices of each component are based on available market prices. The Group has not elected the practical expedient to account for non-lease components as part of its lease liabilities and right-of-use assets. Therefore, non-lease components are accounted for as operating expenses and are recognised in profit or loss as they are incurred.

6.5.2 Amounts recognised in the statement of financial position

The statement of financial position shows the following amounts relating to leases:

	2023	2022
	Rm	Restated ¹
		Rm
Land, buildings and network infrastructure	46 613	42 313
Licences	1 249	1 371
Other	345	411
Total right-of-use assets	48 207	44 095
Current	9 030	6 020
Non-current	54 378	49 830
Total lease liabilities	63 408	55 850

¹ Restated, refer to note 11 for details on the restatement.

Included in the amounts above is additions to right-of-use assets during the current financial year of R17 943 million (2022:R15 362 million).

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.5 Leases (continued)

6.5.3 Amounts recognised in the income statement

The income statement shows the following amounts relating to leases:

	2023	2022
	Rm	Restated ¹ Rm
Land, buildings and network infrastructure	9 207	7 564
Licences	128	122
Other	105	121
Depreciation charge of right-of-use assets	9 440	7 807
Interest expense (included in finance costs)	7 662	7 432
Expense relating to short-term leases (included in other operating expenses)	92	91
Expense relating to leases of low-value assets (included in other operating expenses)	23	95
Impairment loss on right-of-use assets ¹	-	3

¹ Restated, refer to note 11 for details on the restatement.

² The impairment loss of R183 million relating to the MTN Afghanistan right-of-use assets has been excluded as MTN Afghanistan is held for sale.

Foreign exchange losses of R10 636 million (2022: R1 543 million) were recognised on foreign denominated lease liabilities included in finance costs.

6.5.4 Amounts recognised in the statement of cash flows

The statement of cash flows shows the following amounts relating to leases:

	2023	2022
	Rm	Rm
Interest paid	6 496	6 166
Repayment of lease liabilities	7 828	7 405
Acquisition of right-of-use asset	901	628
Total cash outflow	15 225	14 199

6.5.5 MTN SA Towers sale

MTN SA entered into an agreement with IHS Group to sell its tower infrastructure (comprising approximately 5 700 tower sites) and power assets; cede related agreements including land lease agreements (on which the towers are constructed) to IHS Group; and lease back space on the towers which it would sell. The transaction became effective on 30 May 2022.

Nature of transaction

As MTN SA has transferred its land leases and tower infrastructure to IHS Group and is leasing tower spaces back on this infrastructure, this part of the transaction has been accounted for as a sale and leaseback in terms of IFRS 16 Leases. MTN SA has agreed to lease tower spaces for its own use for a 10-year period, with an option to renew for a further 10 years. In addition, MTN SA has leased additional tower spaces that it can only utilise in terms of an existing barter arrangement for a period of 30 years.

As MTN SA transferred its power assets, and will be receiving electricity and other services going forward, the Group accounted for this part of the transaction as a disposal of property, plant and equipment as it no longer has the right to control the use of an identifiable asset. The electricity utility and power backup service arrangement is accounted for as a service arrangement and recognised as an expense as the service is received.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.5 Leases (continued)

6.5.5 MTN SA Towers sale (continued)

Pre-existing barter arrangement

Prior to the transaction, MTN SA had a barter arrangement with another mobile network operator, where they each co-located on each other's towers on a non-cash basis. As the tower spaces that are exchanged are similar in nature, MTN SA had previously assessed that this barter arrangement lacks commercial substance, therefore, is not required to be accounted for.

Subsequent to the transaction with IHS Group, MTN SA has retained the pre-existing barter arrangement with another mobile network operator. MTN SA received a reduced upfront purchase price for the tower infrastructure and thereby, in substance, prepaid for the lease of these barter spaces. Control of the barter spaces has transferred to IHS Group as MTN SA is not allowed to utilise the barter spaces for its own benefit or lease these spaces to any party other than the specified mobile network operator and the use of the tower spaces remains with IHS should the mobile network operator cancel the barter arrangement. MTN SA has therefore accounted for these barter spaces as part of the sale and leaseback arrangement.

The transaction was accounted for as a sale and leaseback transaction in terms of IFRS 16 for the year ended 31 December 2022. The remaining land leases transferred to IHS Group will be derecognised as they are legally ceded to IHS Group and the related gain or loss on derecognition will be accounted for as part of the overall gain or loss on the disposal group.

	31 December 2023	31 December 2022		Total Rm
	Tower sale and leaseback Rm	Tower sale and leaseback Rm	Power assets Rm	
Cash received	-	5 282	1 073	6 355
(Payable)/receivable	-	(11)	193	182
Total proceeds	-	5 271	1 266	6 537
Derecognise:				
Property, plant and equipment	-	(2 095)	(1 687)	(3 782)
Right-of-use assets - land leases	(644)	(2 407)	-	(2 407)
Lease liability - land leases	720	2 870	-	2 870
Decommissioning provision	-	12	-	12
Recognise:				
Right-of use asset - tower space	-	5 196	-	5 196
Lease liability - tower space	-	(7 974)	-	(7 974)
Provision for vandalised sites/inventory	-	(50)	(31)	81
Gain/(loss) recognised	76	823	(452)	371

The remaining land leases are presented as held for sale:

	31 December	31 December
	2023 Rm	2022 Rm
Right-of-use assets	780	1 406
Lease liabilities	(797)	(1 583)
Net carrying amount of assets held for sale	(17)	(177)

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

6 FINANCING STRUCTURE AND COMMITMENTS (continued)

6.6 Contingent liabilities

The Group does not recognise contingent liabilities in the statement of financial position until future events indicate that it is probable that an outflow of resources will take place and a reliable estimate can be made, at which time a provision is recognised.

	2023 Rm	2022 Rm
Contingent liabilities	1 327	2 021
Uncertain tax exposures	418	1 142
Legal and regulatory matters	909	879

Uncertain tax exposures

The Group operates in numerous tax jurisdictions and the Group's interpretation and application of the various tax rules applied in direct and indirect tax filings may result in disputes between the Group and the relevant tax authority. The outcome of such disputes may not be favourable to the Group. At 31 December 2023, there were a number of tax disputes ongoing in various of the Group's operating entities. Following a tax court ruling in MTNIM's favour, the contingent liability relating to a transfer pricing IP matter has been removed for the 2023 period.

Legal and regulatory matters

The Group is involved in various legal and regulatory matters, the outcome of which may not be favourable to the Group and none of which are considered individually material.

The Group has applied its judgement and has recognised liabilities based on whether additional amounts will be payable and has included contingent liabilities where economic outflows are considered possible but not probable.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK

7.1 Financial risk management and financial instruments

Accounting for financial instruments

Financial instruments comprise investments in equity and debt securities, loans receivable, trade and other receivables (excluding prepayments), investments in self-insurance cell captives (insurance cell captives), cash and cash equivalents, restricted cash, MoMo deposits, borrowings, other non-current liabilities (excluding provisions), bank overdrafts, derivatives, trade and other payables and MoMo payables.

Recognition

Financial assets and liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instruments. Financial assets are recognised on the date the Group commits to purchase the instruments (trade date accounting).

Financial assets are classified as current if expected to be realised or settled within 12 months from the reporting date; if not, they are classified as non-current. Financial liabilities are classified as non-current if the Group has an unconditional right to defer payment for more than 12 months from the reporting date.

Classification

The Group classifies financial assets on initial recognition as measured at amortised cost, FVOCI or FVTPL on the basis of the Group's business model for managing the financial asset and the cash flow characteristics of the financial asset.

Financial assets are classified as follows:

Measurement category	Criteria
FVTPL	Debt investments that do not qualify for measurement at amortised cost or FVOCI; equity investments that are held for trading; and equity investments designated as at FVTPL.
Amortised cost	The asset is held within a business model with the objective to collect the contractual cash flows; and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.
Equity investments at FVOCI	The asset is not held for trading and the Group has irrevocably elected on initial recognition to recognise the asset as at FVOCI.
Debt investments at FVOCI	The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding however, the Group's business model is to both collect the contractual cash flows and sell the financial asset.

Financial assets are not reclassified unless the Group changes its business model. In rare circumstances where the Group does change its business model, reclassifications are done prospectively from the date that the Group changes its business model.

Financial liabilities are classified as measured at amortised cost except for those derivative liabilities that are measured at FVTPL.

Measurement on initial recognition

All financial assets (unless it is a trade receivable without a significant financing component) and liabilities are initially measured at fair value, including transaction costs, except for those classified as at FVTPL which are initially measured at fair value excluding transaction costs. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss. A trade receivable without a significant financing component is initially recognised at the transaction price.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

Subsequent measurement: Financial assets

Subsequent to initial recognition, financial assets are measured as described below.

Measurement Category	Subsequent measurement
FVTPL	These financial assets are subsequently measured at fair value and changes therein (including any interest or dividend income) are recognised in profit or loss.
Amortised cost	These financial assets are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Interest income, foreign exchange gains and losses and impairments are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These financial assets are subsequently measured at fair value. Dividends are recognised in profit or loss when the right to receive payment is established. Other net gains and losses are recognised in OCI and never reclassified to profit or loss.
Debt investments at FVOCI	These financial assets are subsequently measured at fair value. Interest income is calculated using the effective interest method, foreign exchange gains and losses and impairments are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Subsequent measurement: Financial liabilities

All financial liabilities, excluding derivative liabilities, are subsequently measured at amortised cost using the effective interest method. Derivative liabilities are subsequently measured at fair value with changes therein recognised in profit or loss.

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognised when the obligations specified in the contracts are discharged, cancelled or expire. On derecognition of a financial asset/liability, any difference between the carrying amount extinguished and the consideration paid is recognised in profit or loss.

Modification of financial liabilities

A substantial modification of the terms of an existing debt instrument or part of it is accounted for as an extinguishment of the original debt instrument and the recognition of a new debt instrument.

Gains or losses arising from the modification of the terms of a debt instrument are recognised immediately in profit or loss where the modification does not result in the derecognition of the existing instrument.

Offsetting financial instruments

Offsetting of financial assets and liabilities is applied when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The net amount is reported in the statement of financial position.

Impairment

Under IFRS 9 the Group calculates its allowance for credit losses as ECLs for financial assets measured at amortised cost, debt investments at FVOCI and contract assets (unbilled handset component for contract). ECLs are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the original effective interest rate (EIR) of the financial asset.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

Impairment (continued)

To calculate ECLs the Group segments/groups trade receivables by customer type i.e. interconnect, Enterprise Business Unit (EBU), mobile (billed handset and network services component for contracts) etc. The Group applies the simplified approach to determine the ECL for trade receivables and contract assets. This results in calculating lifetime ECLs for trade receivables and contract assets. ECLs for trade receivables is calculated using a provision matrix. For contract assets and mobile trade receivables relating to the South African operation, ECLs are determined using a simplified parameter-based approach. Refer to note 7.1.4 for more detail about ECLs and how these are calculated.

Risk management

Introduction

The Group has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk (foreign exchange, interest rate and price risk). This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements. While MTN Afghanistan, MTN Guinea-Bissau and MTN Guinea-Conakry have been classified as a disposal group held for sale, the entities still expose the Group to risks relating to financial instruments. Accordingly, the entities have been included in the financial risk management and financial instruments disclosure.

Risk profile

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group considers natural hedges that may exist and, in addition, where possible, uses derivative financial instruments such as cross-currency swaps to hedge exposures. As a matter of principle, the Group does not enter into derivative contracts for speculative purposes. The Group applies hedge accounting to manage its risk of currency exchange rate volatility associated with certain of its investments in foreign operations.

Risk management is carried out under policies approved by the Board of Directors of the Group and of relevant subsidiaries. The MTN Group Treasury Committee identifies, evaluates and hedges financial risks in cooperation with the Group's operating units. The board provides written principles for overall risk management, as well as for specific areas such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments, and investing cash. Group treasury is responsible for managing the Group's exposure to financial risk within the policies set by the Board of Directors, under the guidance of the Group CFO, Group Audit Committee and Group Risk Management and Compliance committee.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.1 Categories of financial instruments

	Assets			Liabilities		Total carrying amount Rm
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	
	Rm	Rm	Rm	Rm	Rm	
2023						
Non-current financial assets						
Investment in joint ventures	3 152	-	-	-	-	3 152
Loans and other non-current receivables ¹	2 641	-	-	-	-	2 641
Investments ¹	164	-	7 409	-	-	7 573
Mobile Money deposits	755	-	-	-	-	755
Current financial assets						
Trade and other receivables ¹	31 848	-	-	-	-	31 848
Current investments	1 539	2 090	30	-	-	3 659
Restricted cash ¹	11 048	-	-	-	-	11 048
Mobile Money deposits ¹	49 840	-	-	-	-	49 840
Cash and cash equivalents ¹	37 184	-	-	-	-	37 184
	138 171	2 090	7 439	-	-	147 700
Non-current financial liabilities						
Borrowings ¹	-	-	-	55 694	-	55 694
Other non-current liabilities	-	-	-	19	1 880	1 899
Lease liabilities ¹	-	-	-	55 381	-	55 381
Current financial liabilities						
Trade and other payables ¹	-	-	-	56 765	608	57 373
Mobile Money payables ¹	-	-	-	50 595	-	50 595
Lease liabilities ¹	-	-	-	9 220	-	9 220
Borrowings	-	-	-	28 082	-	28 082
Derivative liabilities	-	-	-	-	352	352
Bank overdrafts	-	-	-	990	-	990
	-	-	-	256 746	2 840	259 586

¹ Includes assets and liabilities directly associated with non-current assets held for sale, refer to note 6.5.5 and 9.4.2.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.1 Categories of financial instruments (continued)

	Assets			Liabilities		Total carrying amount Rm
	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	
	Rm	Rm	Rm	Rm	Rm	
2022¹						
Non-current financial assets						
Investments in joint venture and associates	5 009	-	-	-	-	5 009
Loans and other non-current receivables	1 426	-	-	-	-	1 426
Investments	392	-	9 201	-	-	9 593
Mobile Money deposits	612	-	-	-	-	612
Current financial assets						
Trade and other receivables ²	28 211	-	-	-	-	28 211
Current investments	2 740	1 562	500	-	-	4 802
Restricted cash ²	10 350	-	-	-	-	10 350
Mobile Money deposits ²	38 668	-	-	-	-	38 668
Cash and cash equivalents ²	44 378	-	-	-	-	44 378
	131 786	1 562	9 701	-	-	143 049
Non-current financial liabilities						
Borrowings	-	-	-	64 923	-	64 923
Other non-current liabilities	-	-	-	14	-	14
Lease liabilities ²	-	-	-	51 574	-	51 574
Current financial liabilities						
Trade and other payables	-	-	-	61 607	-	61 607
Mobile Money payables ²	-	-	-	39 280	-	39 280
Lease liabilities ²	-	-	-	6 092	-	6 092
Borrowings	-	-	-	15 454	-	15 454
Derivative liabilities	-	-	-	-	113	113
Bank overdraft	-	-	-	716	-	716
	-	-	-	239 660	113	239 773

¹ Restated, refer to note 11 for details on the restatement.

² Includes liabilities directly associated with non-current assets held for sale, refer to note 6.5.5 and 9.4.2.1

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.2 Financial assets and liabilities subject to offsetting

The following table presents the Group's financial assets and liabilities that are subject to offsetting:

	Gross amount Rm	Amount offset Rm	Net amount Rm
2023			
Current financial assets			
Trade and other receivables	2 587	(1 252)	1 335
Current financial liabilities			
Trade and other payables	1 571	(1 252)	319
2022			
Current financial assets			
Trade and other receivables	2 786	(2 038)	748
Current financial liabilities			
Trade and other payables	2 325	(2 038)	287

The amounts subject to offsetting include interconnect receivables and payables. The Group has entered into agreements with the respective counterparties which permit it to offset any payables owing to the counterparty against receivables owing to the Group. This right to offset exists in all circumstances and the Group intends to settle on a net basis.

7.1.3 Fair value estimation

A number of the Group's accounting policies and disclosures require the measurement of fair values. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The table on the next page presents the Group's assets and liabilities that are measured at fair value. The classification into different levels is based on the extent that quoted prices are used in the calculation of fair value and the levels have been defined as follows:

- level 1: fair value based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- level 2: fair value based on inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); or
- level 3: fair value based on inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.3 Fair value estimation (continued)

The following table presents the fair value measurement hierarchy of the Group's assets and liabilities measured at fair value:

	Level 1 Rm	Level 2 Rm	Level 3 Rm	Total Rm
2023				
Financial assets				
Investment in IHS Group	7 158	-	-	7 158
Unlisted equity investments ¹	-	-	251	251
Investment in insurance cell captives	-	-	1 793	1 793
Investment in MTN Group Limited shares classified as fair value through profit or loss	91	-	-	91
Treasury bills	34	-	-	34
Total assets	7 283	-	2 044	9 327
Financial liabilities				
Cross-currency swaps	-	352	-	352
Other non-current liabilities	-	-	1 880	1 880
Total liabilities	-	352	1 880	2 232
2022				
Financial assets				
Investment in IHS Group	8 930	-	-	8 930
Unlisted equity investments	-	-	271	271
Investment in insurance cell captives	-	-	1 394	1 394
Investment in MTN Group Limited shares classified as fair value through profit or loss	148	-	-	148
Treasury bills	520	-	-	520
Total assets	9 598	-	1 665	11 263
Financial liabilities				
Cross-currency swaps	-	113	-	113
Total liabilities	-	113	-	113

¹ Includes assets directly associated with non-current assets held for sale, refer to note 9.4.2.

Valuation methods and assumptions

The following methods and assumptions were used to estimate the respective fair values:

IHS Group listed equity investment – The fair value of the investment is determined by reference to published price quotations on the New York Stock Exchange. The share price of IHS Group was US\$4.60 on the last trading day of the year.

A fair value decrease (translated at average exchange rate) of R2 689 million (2022: R10 908 million) has been recognised for the year. On 25 April 2024, the IHS Group share price was US\$3.44, equating to a decrease in the fair value of R1 581 million subsequent to 31 December 2023.

Unlisted equity investments – Fair values have been estimated using a discounted cash flow model. The discounted cash flow model requires management to make assumptions about the model inputs, including forecast cash flows, the discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

Derivatives – The Group enters into derivative financial instruments with various counterparties. Interest rate swaps, cross-currency swaps, foreign exchange contracts and equity derivatives are valued using valuation techniques, which employ the use of market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, yield curves of the respective currencies, currency basis spreads between the respective currencies and interest rate curves.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.3 Fair value estimation (continued)

Valuation methods and assumptions (continued)

Investment in insurance cell captives – The fair value of the investment in insurance cell captives is determined based on the net asset value of the insurance cell captive at the reporting date. The net asset value is determined from statements received from the insurer in respect of the net assets of the cell.

Investment in treasury bills – The fair value of these investments is determined by reference to published price quotations in an active market.

Fair value measurements for financial instruments not measured at fair value

Financial assets and financial liabilities at amortised cost – The carrying value of current receivables and liabilities measured at amortised cost approximates their fair value.

The fair values of the majority of the non-current receivables and liabilities measured at amortised cost, other than for the instruments listed below, are also not significantly different to their carrying values.

The Group has listed long-term fixed interest rate senior unsecured notes in issue which were issued in prior years, with a carrying amount of R1 776 million (2022: R7 703 million) and a fair value of R1 767 million (2022: R7 480 million). In the current year the Group settled notes with a face value of US\$353 million. The notes are listed on the Irish bond market and the fair values of these instruments are determined by reference to quoted prices in this market. The market for these bonds is not considered to be liquid and consequently the fair value measurement is categorised within level 2 of the fair value hierarchy.

In 2016, the Group issued US\$1 billion listed long-term fixed interest rate unsecured notes. Notes with a face value of US\$500 million, were settled in the prior financial year in line with the Group's strategy to reduce exposure to United States dollar debt. At 31 December 2023, the remaining US\$500 million redeemable in 2026 (the 2026 notes) had a carrying amount of R9 253 million (2022: R8 633 million) and a fair value of R9 230 million (2022: R8 520 million). The notes are listed on the Irish bond market and the fair value of these instruments is determined by reference to quoted prices in this market. The market for these bonds is not considered to be liquid and consequently the fair value measurement is categorised within level 2 of the fair value hierarchy.

Reconciliation of level 3 financial assets

The table below sets out the reconciliation of financial assets that are measured at fair value based on inputs that are not based on observable market data (level 3):

	Insurance cell captives
	Rm
Balance at 1 January 2022	1 294
Contributions paid to insurance cell captives	330
Claims received by insurance cell captives	(253)
Additional investment	334
Loss recognised in profit or loss	(311)
Balance at 1 January 2023	1 394
Contributions paid to insurance cell captives	458
Claims received by insurance cell captives	(119)
Loss recognised in profit or loss	60
Balance at 31 December 2023	1 793
	Investments
	Rm
Balance at 1 January 2022	364
Foreign exchange movements	(93)
Balance at 1 January 2023	271
Foreign exchange movements	(107)
Balance at 31 December 2023	164

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.4 Credit risk

Credit risk, or the risk of financial loss to the Group due to customers or counterparties not meeting their contractual obligations, is managed through the application of credit approvals, limits and monitoring procedures. The Group's maximum exposure to credit risk is represented by the carrying amount of the financial assets and contract assets that are exposed to credit risk.

The Group considers its maximum exposure per class, without taking into account any collateral and financial guarantees, to be as follows:

	2023 Rm	2022 Rm
Investments ¹	164	392
Investment in associates and joint ventures	3 152	5 009
Loans and other non-current receivables	2 641	1 426
Trade and other receivables ¹	31 848	28 211
Trade receivables	18 803	15 848
Other receivables	13 045	12 363
Contract assets	5 696	5 172
Current investments	3 455	4 802
Restricted cash ¹	11 048	10 350
Mobile Money deposits ¹	50 595	39 280
Cash and cash equivalents ¹	37 184	44 378
	145 783	139 020

¹ Includes assets directly associated with non-current assets held for sale, refer to note 9.4.2.2.

The local risk rating grade of cash and cash equivalents and restricted cash are set out below. Given these credit ratings, management does not expect any counterparty to fail to meet its obligations.

	Credit ratings of financial institution	Cash and Cash equivalents Rm	Restricted cash Rm
2023			
South Africa (including head office entities)	AA+ to AA	14 658	2 095
MTN Nigeria	AAA to BBB-	6 950	7 944
MTN Dubai and Bayobab	AAA to BBB+	5 578	19
MTN Rwanda	AA to B	292	82
MTN Ghana ¹	Unrated	4 478	-
Other ^{1,2}	Various/unrated	5 228	908
		37 184	11 048
2022			
South Africa (including head office entities)	AA+ to AA	16 788	2 167
MTN Nigeria	AAA to BBB-	12 921	7 203
MTN Dubai and Bayobab	AA to BBB+	4 794	30
MTN Rwanda	AA to B	321	-
MTN Ghana ¹	Unrated	2 551	-
Other	Various/unrated	7 003	950
		44 378	10 350

¹ MTN Ghana was previously included in other and have been disaggregated in the current year and comparative numbers have been re-presented accordingly.

² Includes assets directly associated with non-current assets held for sale, refer to note 9.4.2.

The Group's treasury bills and foreign currency deposits denominated in Nigerian naira and Rwandan franc respectively have local credit risk rating grades ranging from AAA to B (2022: A to B+).

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.4 Credit risk (continued)

Cash and cash equivalents, restricted cash and current investments

The Group determines appropriate internal credit limits for each counterparty. In determining these limits, the Group considers the counterparty's credit rating established by an accredited ratings agency and performs internal risk assessments. The Group manages its exposure to a single counterparty by spreading transactions among approved financial institutions. The Group Treasury Committee regularly reviews and monitors the Group's credit exposure.

Investment in insurance cell captives

The Group has exposure to the credit risk of the insurance company through its investment in preference shares in its cell captive arrangements.

MoMo deposits

MoMo deposits are balances that are held with banks for and on behalf of MoMo customers. Regulations in certain jurisdictions specify the types of permissible liquid instruments that these deposits may be invested in. MoMo deposits are spread among approved, reputable financial institutions based on internal risk assessments or guidance provided by regulators, to manage the concentration of credit risk to a single counterparty. Many risk mitigations are in place and banks are also obliged to pay insurance premiums to protect MoMo customer deposits (or a portion thereof) in the event of bank failure.

As a result of the uncertain and evolving legal and regulatory environment, the assessment of which party in a MoMo arrangement is exposed to a bank credit risk event, has become increasingly complex and dependent on legal interpretations that are largely untested in the respective markets in which the Group operates. Consequently, the assessment of the Group's credit risk exposure with regards to MoMo remains subject to legal and regulatory developments.

The treatment of MoMo in the financial statements is not, and should not be construed as a waiver by members of the Group of any legal, contractual or statutory rights, remedies and defences they may have, or as an admission of liability enforceable against any of them in law or otherwise. The legal, contractual and statutory rights, remedies and defences of members of the Group are reserved.

Trade receivables and contract assets (unbilled handset component)

A large portion of the Group's postpaid market revenues are generated in South Africa. There are no other significant concentrations of credit risk, since the other operations within the Group operate largely within the prepaid market. The Group has policies in place to ensure that retail sales of products and services are made to customers with an appropriate credit history. Before credit is granted to a customer, the Group performs credit risk assessments through credit bureaus. The Group insures some of its trade receivables in its South African operation, in which instance the credit risk assessments are performed by the credit insurer prior to the granting of credit by the Group. In terms of this arrangement R6 billion (2022: R5.7 billion) has been insured for which the Group's risk is limited to R600 million (2022: R600 million). In addition, some entities within the Group require potential customers to obtain guarantees from banks before credit is granted. During the current year the Group did not recognise ECLs amounting to R36.9 million (2022: R39.2 million) as a result of collateral held.

The recoverability of interconnect receivables in certain international operations is uncertain; however, this is actively managed within acceptable limits and has been incorporated in the assessment of an appropriate revenue recognition policy (note 2.2) and the ECL of trade receivables where applicable. In addition, in certain countries there exists a right of set-off with interconnect parties to enable collection of outstanding amounts.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.4 Credit risk (continued)

Ageing and impairment analysis

	2023 ¹			2022 ¹		
	Gross Rm	Impairment Rm	Net Rm	Gross Rm	Impairment Rm	Net Rm
Fully performing trade receivables	10 279	(240)	10 039	11 530	(215)	11 315
Interconnect receivables	1 471	(69)	1 402	1 777	(137)	1 640
Contract receivables	1 150	(19)	1 131	1 470	(18)	1 452
Retail receivables	5 016	(51)	4 965	5 686	(17)	5 669
EBU receivables	922	(9)	913	725	(16)	709
Other receivables ²	1 720	(92)	1 628	1 872	(27)	1 845
Past due trade receivables	11 198	(2 435)	8 764	7 188	(2 655)	4 533
<i>Interconnect receivables</i>	1 454	(276)	1 178	1 021	(390)	631
0 to 3 months	562	(33)	529	448	(73)	375
3 to 6 months	334	(60)	274	201	(109)	92
6 to 9 months	103	(13)	90	36	(25)	11
9 to 12 months	455	(170)	285	336	(183)	153
<i>Contract receivables</i>	2 777	(552)	2 225	2 148	(685)	1 463
0 to 3 months	1 398	(80)	1 318	1 410	(260)	1 150
3 to 6 months	977	(245)	732	238	(120)	118
6 to 9 months	163	(45)	118	151	(54)	97
9 to 12 months	239	(182)	57	349	(251)	98
<i>Retail receivables</i>	1 676	(636)	1 040	1 037	(559)	478
0 to 3 months	462	(11)	451	343	(49)	294
3 to 6 months	511	(220)	291	323	(174)	149
6 to 9 months	91	(91)	-	42	(37)	5
9 to 12 months	612	(314)	298	329	(299)	30
<i>EBU receivables</i>	1 412	(472)	940	1 144	(496)	648
0 to 3 months	350	(25)	325	282	(42)	240
3 to 6 months	462	(108)	354	330	(148)	182
6 to 9 months	65	(14)	51	38	(19)	19
9 to 12 months	535	(325)	210	494	(287)	207
<i>Other receivables²</i>	3 879	(499)	3 380	1 838	(525)	1 313
0 to 3 months	1 154	(4)	1 150	919	(73)	846
3 to 6 months	1 981	(104)	1 877	223	(105)	118
6 to 9 months	121	(66)	55	53	(21)	32
9 to 12 months	623	(325)	298	643	(326)	317
Total	21 478	(2 675)	18 803	18 718	(2 870)	15 848

¹ Includes assets directly associated with non-current assets held for sale, refer to note 9.4.2.

² Other receivables includes both national and international roaming receivables.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.4 Credit risk (continued)

Total past due per significant operation

	Interconnect receivables	Contract receivables	Retail receivables	EBU receivables	Other receivables ¹	Total
	Rm	Rm	Rm	Rm	Rm	Rm
2023						
MTN SA	172	1 661	500	238	2 058	4 629
MTN Nigeria	232	434	-	-	3	669
MTN Côte d'Ivoire	210	105	236	256	29	836
MTN Ghana	-	18	316	228	208	770
MTN Zambia	142	150	13	22	173	500
MTN Cameroon	157	18	52	357	75	659
MTN Benin	17	-	-	102	185	304
MTN Guinea-Conakry ²	74	17	325	98	225	739
MTN Congo-Brazzaville	237	-	-	-	504	741
MTN Uganda	7	176	145	-	-	328
Other operations ²	206	198	91	110	420	1 026
	1 454	2 777	1 678	1 411	3 879	11 199
2022						
MTN SA	151	781	149	314	324	1 719
MTN Nigeria	147	810	-	-	22	979
MTN Côte d'Ivoire	102	-	175	254	24	555
MTN Ghana	-	14	287	29	124	454
MTN Zambia	38	195	20	20	221	494
MTN Cameroon	50	52	39	249	21	411
MTN Benin	16	70	-	69	37	192
MTN Guinea-Conakry	71	15	247	113	27	473
MTN Congo-Brazzaville	249	-	-	-	462	711
MTN Uganda	8	49	41	-	-	98
Other operations	189	162	79	96	576	1 102
	1 021	2 148	1 037	1 144	1 838	7 188

¹ Other receivables includes both national and international roaming receivables.

² Includes assets directly associated with non-current assets held for sale, refer to note 9.4.2.

Expected credit losses

The Group has the following financial assets subject to the ECL model:

- Trade and other receivables.
- Contract assets.
- Loans and other non-current receivables.
- Debt investments carried at amortised cost.
- Treasury bills and foreign deposits carried at amortised cost.
- Cash and cash equivalents.
- Restricted cash.
- MoMo deposits.

Application of the ECL model had an immaterial impact on all financial assets except for contract assets and trade receivables.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.4 Credit risk (continued)

Expected credit losses (continued)

Included in other receivables are amounts receivable from related parties (note 10.1) to which the Group has applied the general impairment model. The Group has considered the financial performance, external debt and future cash flows of the related parties and concluded that the credit risk relating to these receivables is limited and consequently the probability of default relating to these balances is low.

Provision Matrix – ECLs are calculated by applying a loss ratio to the aged balance of trade receivables at each reporting date. The loss ratio is calculated according to the ageing/payment profile of sales by applying historical/proxy write offs to the payment profile of the sales population. In instances where there was no evidence of historical write offs management used a proxy write off. Trade receivable balances have been grouped so that the ECL calculation is performed on groups of receivables with similar risk characteristics and ability to pay. Similarly, the sales population selected to determine the ageing/payment profile of the sales is representative of the entire population and in line with future payment expectations. The historic loss ratio is then adjusted for forward-looking information (including forecast economic indicators) to determine the ECL for the portfolio of trade receivables at the reporting date to the extent that there is a strong correlation between the forward-looking information, and the ECL.

The Group used 12 - 36 months sales data to determine the payment profile of the sales. Where the Group has information about actual historical write-offs, actual write-offs have been used to determine a historic loss ratio. Alternatively, management has used a proxy write-off based on management's best estimate. The Group has considered quantitative forward-looking information such as the core inflation rate. Qualitative assessments have also been performed, of which the impact was found to be immaterial.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.4 Credit risk (continued)

Expected credit losses (continued)

Provision matrix (continued)

The loss allowance for trade receivables to which the provision matrix has been applied is determined as follows:

	Gross carrying amount Rm	Impairment Rm	Average ECL/ Impairment ratio %
2023			
Interconnect receivables	2 925	(342)	11.69
Fully performing	1 471	(69)	4.69
Up to 90 days past due	562	(33)	5.87
90 days and above past due	892	(243)	27.24
Contract receivables	1 689	(453)	26.82
Fully performing	394	(5)	1.27
Up to 90 days past due	501	(2)	0.40
90 days and above past due	794	(446)	56.17
Retail receivables	6 692	(687)	10.27
Fully performing	5 016	(51)	1.02
Up to 90 days past due	462	(11)	2.38
90 days and above past due	1 214	(625)	51.48
EBU receivables	2 334	(481)	20.61
Fully performing	922	(9)	0.98
Up to 90 days past due	350	(25)	7.14
90 days and above past due	1 062	(447)	42.09
Other receivables¹	5 599	(591)	10.56
Fully performing	1 720	(92)	5.35
Up to 90 days past due	1 154	(4)	0.35
90 days and above past due	2 725	(495)	18.17
Total	19 239	(2 552)	13.26
2022			
Interconnect receivables	2 798	(527)	18.83
Fully performing	1 777	(137)	7.71
Up to 90 days past due	448	(73)	16.29
90 days and above past due	573	(317)	55.32
Contract receivables	2 059	(498)	24.19
Fully performing	514	(5)	0.97
Up to 90 days past due	807	(68)	8.43
90 days and above past due	738	(425)	57.59
Retail receivables	6 723	(576)	8.57
Fully performing	5 686	(17)	0.30
Up to 90 days past due	343	(49)	14.29
90 days and above past due	694	(510)	73.49
EBU receivables	1 869	(512)	27.39
Fully performing	725	(16)	2.21
Up to 90 days past due	282	(42)	14.89
90 days and above past due	862	(454)	52.67
Other receivables¹	3 710	(552)	14.88
Fully performing	1 872	(27)	1.44
Up to 90 days past due	919	(73)	7.94
90 days and above past due	919	(452)	49.18
Total	17 159	(2 665)	15.53

¹ Other receivables includes both national and international roaming receivables.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.4 Credit risk (continued)

Expected credit losses (continued)

Simplified parameter-based approach – ECL is calculated using a formula incorporating the following parameters: Exposure at Default (EAD), Probability of Default (PD), Loss Given Default (LGD) discounted using the Effective Interest Rate (EIR) (i.e. $PD \times LGD \times EAD = ECL$). The probability of default has been increased for the estimated deteriorated gross domestic product growth in South Africa. Exposures are mainly segmented by customer type i.e. corporate, consumer etc, ageing, device vs. SIM only contracts and months in contract. This is done to allow for risk differentiation. The probability of a customer defaulting as well as the realised loss with defaulted accounts has been determined using historical data of 12 months. The EIR represents a weighted average rate which is representative of the portfolio of customers and incorporates a risk-free rate plus a risk premium on initial recognition of the trade receivables. A qualitative assessment of the impact of forward-looking information has been performed and found to be immaterial.

For corporate customers management rebutted the presumption that a customer is in default when 90 days past due and have determined default as 180 days past due. This is on the basis of billing disputes taking time to resolve resulting in a high cure rate. Other than corporate customers, a customer is in default when 90 days past due.

The balance of trade receivables and contract assets to which the simplified parameter-based approach has been applied is as follows:

2023	Total	Trade receivables ¹	Contract assets ²
Gross balance	8 081	2 238	5 843
Expected credit loss allowance	(265)	(118)	(147)
	7 816	2 120	5 696
2022			
Gross balance	7 383	1 560	5 823
Expected credit loss allowance	(856)	(205)	(651)
	6 527	1 355	5 172

¹ Includes assets directly associated with non-current assets held for sale, refer to note 9.4.2.2.

² Contract assets mainly relate to the South African operation.

Trade receivables are written off when there is no reasonable expectation of recovery. The amounts written off in the current year are subject to enforcement activity. This is assessed individually by each operation and includes for example where the trade receivables have been handed over for collection and remain outstanding or the debtor has entered bankruptcy.

	2023 Trade receivables Rm	2022 Trade receivables ¹ Rm	2023 Contract assets Rm	2022 Contract assets Rm
Reconciliation of allowance for credit losses				
At the beginning of the year	(2 870)	(3 054)	(651)	(679)
Additions ²	(1 317)	(1 355)	-	-
Reversals ²	5	161	504	27
Utilised ²	1 105	1 397	-	1
Transferred to held for sale (note 9.4.2.2)	509	-	-	-
Exchange differences and other movements ³	239	(19)	-	-
At the end of the year	(2 329)	(2 870)	(147)	(651)

¹ Includes assets and liabilities directly associated with non-current assets held for sale, refer to note 9.4.2.4.

² A net impairment loss of R1 307 million (2022: R1 194 million) was recognised during the year. In addition to the R549 million (2022: R1 397 million) provision utilised, Rnil (2022: R364 million) was written off directly to profit or loss during the year.

³ Includes the effect of hyperinflation.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.5 Liquidity risk

Liquidity risk is the risk that an entity in the Group will be unable to meet its obligations as they become due.

The Group's approach to managing liquidity risk is to ensure that sufficient liquidity is available to meet its liabilities when due under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Group treasury develops strategies to ensure that the Group has sufficient cash on demand or access to facilities to meet expected operational expenses, and to service financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. Group treasury performs regular cash flow forecasts, monitors cash holdings of the Group, negotiates lines of credit and sets policies for maturity profiles of loans.

The following liquid resources are available:

	2023	2022 ¹
	Rm	Rm
Trade and other receivables	31 848	28 211
Current investments	3 659	4 802
Mobile Money deposits ²	50 595	39 280
Cash and cash equivalents	37 184	44 378
	123 286	116 671

¹ Includes assets and liabilities directly associated with non-current assets held for sale, refer to note 9.4.2.4.

² MoMo deposits are utilised to settle the corresponding MoMo payable which gives rise to liquidity risk for the Group.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.5 Liquidity risk (continued)

The following are the undiscounted contractual cash flows of financial liabilities:

	Carrying amount	Total	Payable within one month or on demand	More than one month but not exceeding three months	More than three months but not exceeding one year	More than one year but not exceeding two years	More than two years but not exceeding five years	More than five years
	Rm	Rm	Rm	Rm	Rm	Rm	Rm	Rm
2023								
Borrowings	83 776	102 804	837	2 459	30 174	10 297	37 302	21 735
Other non-current liabilities	1 899	3 250	47	141	430	1 700	932	-
Lease liabilities ¹	64 601	91 431	2 973	931	12 635	14 519	29 919	30 454
Trade and other payables	57 373	57 892	33 381	3 630	20 881	-	-	-
Mobile Money payables	50 595	50 595	50 595	-	-	-	-	-
Derivative liabilities	352	352	-	-	352	-	-	-
Bank overdrafts	990	990	391	158	441	-	-	-
	259 586	307 313	88 224	7 319	64 913	26 516	68 153	52 189
2022								
Borrowings	80 377	103 656	1 165	3 977	16 142	24 369	38 891	19 112
Other non-current liabilities	14	29	-	-	-	20	9	-
Lease liabilities ^{1,2}	60 309	119 205	2 373	659	11 785	17 218	42 626	44 544
Trade and other payables	53 451	53 595	25 918	3 577	24 100	-	-	-
Mobile Money payables	39 280	39 280	39 280	-	-	-	-	-
Derivative liabilities	113	113	-	-	113	-	-	-
Bank overdrafts	716	716	452	-	264	-	-	-
	234 261	316 594	69 188	8 213	52 404	41 607	81 526	63 656

¹ Includes assets and liabilities directly associated with non-current assets held for sale, refer to note 6.5.5 and 9.4.2.2.

² Restated, refer to note 11 for details on the restatement.

The Group has sufficient undrawn facilities to manage shortfalls in operational cash flows. Refer to note 6.1 for details of the Group's undrawn facilities. Holdco cash balances including restricted cash and current investments was R16.4 billion as at 31 December 2023 (2022: R23.6 billion).

7.1.6 Market risk

Market risk is the risk that changes in market prices (such as interest rates, foreign currencies and equity prices) will affect the Group's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Derivatives are entered into solely for risk management purposes and not as speculative investments. The Group treasury policy specifies approved instruments which may be used to economically hedge the Group's exposure to variability in interest rates and foreign currency and to manage and maintain market risk exposures within the parameters set by the Group's Board of Directors.

7.1.6.1 Interest rate risk

Interest rate risk is the risk that arises on an interest-bearing asset or liability, due to variability of interest rates.

Financial assets and liabilities that are sensitive to interest rate risk are cash and cash equivalents, restricted cash, MoMo deposits/payables, trade and other receivables/payables, loans receivable/payable, debt investments carried at amortised cost, treasury bills and foreign deposits carried at amortised cost, borrowings, bank overdrafts and other non-current assets/liabilities. The interest rates applicable to these financial instruments are a combination of floating and fixed rates in line with those currently available in the market.

The Group's interest rate risk arises from the repricing of the Group's floating rate debt, incremental funding or new borrowings, the refinancing of existing borrowings and the magnitude of the cash balances which exist.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.6 Market risk (continued)

7.1.6.1 Interest rate risk (continued)

The Group aims to maintain its mix of fixed and floating rate debt within internally determined parameters, however, this depends on the market conditions in the geographies where the Group operates.

Holding companies' (as disclosed in note 9.1) (including MTN (Mauritius) Investments Limited) debt is managed on an optimal fixed versus floating interest rate basis, in line with the approved Group treasury policy.

Debt in the majority of the Group's non-South African operations is mainly at floating interest rates. This is due to the environment and availability of funding in the market in which the entity operates. The Group continues to monitor developments which may create opportunities as these markets evolve in order to align each underlying operation with the Group treasury policy. Group treasury reports on the interest rate profile, in particular that of the holding companies, to the Board of Directors, Group Audit and Group Risk Management and Compliance Committees on a regular basis.

Where appropriate, the Group uses interest rate derivatives and other suitable hedging tools as a way to manage interest rate risk. The Group does not apply hedge accounting to these derivatives.

Profile

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	Variable rate instruments	
	2023	2022
	Rm	Rm
Non-current financial assets		
Loans and other non-current receivables	2 929	4 948
Current financial assets		
Trade and other receivables	5 650	1 765
Current investments	423	1 984
Mobile Money deposits	4 442	18 793
Cash and cash equivalents	9 609	18 343
	23 053	45 833
Non-current financial liabilities		
Borrowings	34 095	33 026
Current financial liabilities		
Trade and other payables	2 733	980
Mobile Money payables	4 442	18 756
Borrowings	19 147	12 748
Bank overdrafts	391	180
	60 808	65 690

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.6 Market risk (continued)

7.1.6.2 Sensitivity analysis

The Group has used a sensitivity analysis technique that measures the estimated change to profit or loss of an instantaneous increase or decrease of 1% (100 basis points) in market interest rates, from the rate applicable at 31 December, for each class of financial instrument with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice market rates rarely change in isolation.

The Group is mainly exposed to fluctuations in the following market interest rates: JIBAR, LIBOR, NIBOR, Money Market and Prime rates. Changes in market interest rates affect the interest income or expense of floating rate financial instruments.

A change in the above market interest rates at the reporting date would have increased/(decreased) profit before tax by the amounts shown in the table to follow.

The analysis has been performed on the basis of the change occurring at the start of the reporting period and assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis as was used for 2021.

	2023			2022		
	(Decrease)/increase in profit before tax			(Decrease)/increase in profit before tax		
	Change in interest rate	Upward change in interest rate	Downward change in interest rate	Change in interest rate	Upward change in interest rate	Downward change in interest rate
	%	Rm	Rm	%	Rm	Rm
JIBAR	1	(361.2)	361.2	1	(277.3)	277.3
LIBOR and associated rates	1	39.2	(39.2)	1	32.3	(32.3)
NIBOR	1	(98.8)	98.8	1	(107.1)	107.1
Money market	1	(3.5)	3.5	1	(6.2)	6.2
Prime	1	33.1	(33.1)	1	122.0	(122.0)
Other	1	8.1	(8.1)	1	37.1	(37.1)

7.1.6.3 Currency risk

Currency risk is the exposure to exchange rate fluctuations that have an impact on cash flows and financing activities.

Currency risk arises on recognised financial assets and liabilities which are denominated in a currency that is not the entity's functional currency. The Group aims to maintain its foreign currency exposure within internally determined parameters, however, this depends on the market conditions in the geographies where the Group operates. Group treasury reports on the status of foreign currency positions or derivatives to the Group Treasury Committee on a regular basis. Where possible, entities in the Group use forward contracts to hedge their actual exposure to foreign currency.

Sensitivity analysis

The Group has used a sensitivity analysis technique that measures the estimated change to profit or loss and to OCI, of an instantaneous 10% strengthening or weakening in the rand against all other currencies, from the rate applicable at 31 December, for each class of financial instrument with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice, market rates rarely change in isolation.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.6 Market risk (continued)

7.1.6.3 Currency risk (continued)

Sensitivity analysis (continued)

The Group is mainly exposed to fluctuations in foreign exchange rates in respect of the United States dollar, Euro, Nigerian naira and Iranian rial. This analysis considers the impact of changes in foreign exchange rates on profit or loss and OCI.

The analysis excludes foreign exchange translation differences resulting from the translation of Group entities that have functional currencies different from the presentation currency, into the Group's presentation currency, which are recognised in the FCTR.

The analysis has been performed on the basis of the change occurring at the reporting date and assumes that all other variables, in particular interest rates, remain constant.

Intercompany balances that are denominated in a currency other than the functional currency of the entity are reflected as either impacting profit or loss before tax, or equity in the case of loans for which settlement is neither planned nor likely to occur in the foreseeable future.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.6 Market risk (continued)

7.1.6.3 Currency risk (continued)

Sensitivity analysis (continued)

A change in the foreign exchange rates to which the Group is exposed at the reporting date would have increased/(decreased) profit before tax or equity by the amounts shown below.

Denominated: Functional currency	Increase/(decrease) in profit before tax				Increase/(decrease) in OCI			
	Net assets / (liabilities) denominated in foreign currency Rm	Change in exchange rate %	Weakening in functional currency Rm	Strength- ening in functional currency Rm	Change in exchange rate %	Weakening in functional currency Rm	Strength- ening in functional currency Rm	
2023								
US\$:ZAR ¹	10 919	10	1 091.9	(1 091.9)	10	-	-	
US\$:SDG	(1 571)	10	-	-	10	(157.1)	157.1	
US\$:NGN	(30 157)	10	(3 015.7)	3 015.7	10	-	-	
EUR:SDG	(2 828)	10	-	-	10	(282.8)	282.8	
EUR:US\$	4 051	10	405.1	(405.1)	10	-	-	
US\$:GNF	(6 777)	10	(372.4)	372.4	10	(305.3)	305.3	
US\$:ZMK	(71)	10	(7.1)	7.1	10	-	-	
IRR:ZAR	1 245	10	124.5	(124.5)	10	315.2	(315.2)	
EUR:ZAR	910	10	91.0	(91.0)	10	-	-	
NGN:ZAR	1 931	10	193.1	(193.1)	10	-	-	
US\$:EUR	1 388	10	138.8	(138.8)	10	-	-	
GHS:US\$	1 350	10	135.0	(135.0)	10	-	-	
2022								
US\$:ZAR ¹	13 838	10	1 383.8	(1 383.8)	10	-	-	
US\$:SDG	(1 267)	10	(15.1)	15.1	10	(111.6)	111.6	
US\$:SSP	(94)	10	(3.4)	3.4	10	(6.0)	6.0	
US\$:NGN	(24 479)	10	(2 447.9)	2 447.9	10	-	-	
EUR:SDG	(2 337)	10	(0.0)	0.0	10	(233.7)	233.7	
EUR:US\$	3 564	10	121.5	(121.5)	10	234.9	(234.9)	
US\$:GNF	(5 718)	10	(266.4)	266.4	10	(305.3)	305.3	
US\$:ZMK	(477)	10	(47.7)	47.7	10	-	-	
IRR:ZAR	4 207	10	77.0	(77.0)	10	343.7	(343.7)	
EUR:ZAR	(397)	10	(39.7)	39.7	10	-	-	
NGN:ZAR	2 131	10	213.1	(213.1)	10	-	-	
US\$:EUR	(1 749)	10	(174.9)	174.9	10	-	-	
GHS:US\$	2 826	10	282.6	(282.6)	10	-	-	

¹ Reduced by the impact of the net investment hedge as disclosed in note 7.5.

7.1.6.4 Price risk

The Group is exposed to equity price risk, which arises from equity investments at FVOCI (see note 7.2).

Refer to note 7.1.3 for disclosure of the sensitivity of the fair values of the investments to a change in the inputs used to determine their fair values. OCI (before tax) will be affected by the amounts disclosed in respect of these investments in note 7.1.3.

Mobile Telephone Network Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.1 Financial risk management and financial instruments (continued)

7.1.7 Capital management

The Group's policy is to borrow using a mixture of long-term and short-term borrowing facilities to meet anticipated funding requirements. Borrowings are managed within the Group's established debt: equity ratios. The Group seeks to maximise borrowings at an operating company level, on a non-recourse basis, within an acceptable level of debt for the maturity of the local company.

Management regularly monitors and reviews covenant ratios. In terms of the banking facilities, the Group is required to comply with financial covenants. These financial covenants differ based on the contractual terms of each facility and incorporate both IFRS and non-IFRS financial measures. In the current year, MTN Guinea-Bissau breached a loan covenant as result of negative EBITDA performance. No formal waiver has been provided by the lender, and as a result the full outstanding balance of R171 million has been included in current borrowing balance and is disclosed as part of the non-current assets held for sale. The Group has complied with all other externally imposed loan covenants during the current financial year.

The Group's net debt: capital management EBITDA, net debt: total equity and net interest: capital management EBITDA at the end of the year are set out below. Net debt is defined as borrowings and bank overdrafts less cash and cash equivalents, restricted cash and current investments (excluding investment in insurance cell captives). Total equity is as per the Group statement of financial position. Net interest comprises finance costs less finance income and an add back of lease liability finance costs per notes 2.4 and 6.5. CODM EBITDA as defined in note 2.1, is reduced by an approximation of lease expenses (calculated as the aggregate of capital repayments and interest paid on lease liabilities) which would have been recognised had the lease liabilities not been capitalised, to arrive at capital management EBITDA.

	2023	2022 Restated ¹
Net debt: Capital management EBITDA		
Borrowings and bank overdrafts (Rm)	84 290	81 093
Less: Cash and cash equivalents, restricted cash and current investments (Rm)	(51 286)	(58 136)
Net debt (Rm)	33 004	22 957
Net debt: total equity		
CODM EBITDA before impairment of goodwill ² (Rm)	88 666	88 485
Less: Repayment and interest paid on lease liabilities (Rm) (Note 6.5.4)	(14 324)	(13 571)
Capital management EBITDA (Rm)	74 342	74 914
Net debt/Capital management EBITDA ratio	0.4	0.3
Net interest: Capital management EBITDA		
Net finance costs (Rm)	38 959	18 157
Less: Lease liability finance costs (Rm) (Note 2.4 and 6.5.3)	(7 662)	(7 432)
Net interest (Rm)	31 297	10 725
Capital management EBITDA (Rm)	74 342	74 914
Net interest/Capital management EBITDA (%)	42.1	14.3

¹ Restated, refer to note 11 for details on the restatement.

² CODM EBITDA is defined in note 2.1

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK

7.2 Investments

Investments consist of equity investments at FVOCI and financial assets at amortised cost, that are accounted for in accordance with the accounting policy disclosed in note 7.1.

	2023	2022
	Rm	Rm
Financial assets at amortised cost		
Fixed deposit with a fixed interest rate of 3% and maturing in January 2026 ¹	134	272
Bonds (debt instruments) held with fixed interest rates of 5.32% and maturing in January 2026 ¹	-	120
Capital investment ²	30	-
Financial assets at fair value through other comprehensive income		
Investment in IHS Group (note 7.1.3)	7 158	8 930
Unlisted equity investments (note 7.1.3)	66	271
	7 388	9 593

¹ Denominated in Nigerian naira.

² Denominated in Ghanaian cedi.

7.3 Loans and other non-current receivables

Loans and other non-current receivables are measured at amortised cost in accordance with the accounting policy disclosed in note 7.1.

Prepayments include costs paid relating to subsequent financial years and are stated at nominal value.

	2023	2022
	Rm	Rm
Other non-current receivables ¹	2 575	1 459
Non-current prepayments ²	1 997	1 390
Total loans and other non-current receivables	4 572	2 849

¹ The receivable owing from Irancell has been reclassified from current receivables to other non-current receivables in the current year, based on management's assessment that the receivable is expected to be received more than 12 months after the reporting date.

² Includes prepayments relating to infeasible right-of-use of R1 315 million (2022: R963 million) over capacity on international telecommunication cables.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.4 Current investments

Current investments consist of financial assets at amortised cost and financial assets held at FVTPL or OCI, that are accounted for in accordance with the accounting policy disclosed in note 7.1.

	2023 Rm	2022 Rm
Financial assets held at fair value through profit or loss		
Investment in insurance cell captives (note 7.1.3)	1 793	1 394
Investment in MTN Group Limited shares held 791 536 (2022:1 163 636)	293	148
Treasury bills with a fixed interest rate of 13.4% and maturity date in January 2024 ¹	4	-
Treasury bills with fixed interest rates of 11.6% and maturity date in January 2023 ¹	-	20
	2 090	1 562
Amortised cost		
Treasury bills with fixed interest rates of 0% and maturity date in January 2023 ⁵	-	148
Treasury bills with variable interest rates of 27% to 29% and maturity date in March 2024 ³	423	-
Treasury bills with fixed interest rates of 8% to 14% and maturity dates between January and February 2024 ^{1,4}	140	-
Treasury bills with fixed interest rates of 12.5% to 16.45% and maturity dates between January and December 2023 ^{1,3}	-	533
Foreign currency deposits with fixed interest rate of 3.5% to 10.5% and maturity dates between January and August 2024 ²	976	-
Foreign currency deposits with a variable interest rate of 4.1% to 4.3% and maturity date at January 2023 ²	-	1 984
Foreign currency deposits with a fixed interest rate of 9.5% and maturity dates between January and March 2023 ⁴	-	75
	1 539	2 740
Financial assets held at fair value through other comprehensive income		
Treasury bills with fixed interest rates of 11% to 13% and maturity date at April 2024 ¹	30	-
Treasury bills with fixed interest rates of 11.85% - 14.10% and maturity dates between January and September 2023 ¹	-	500
	30	500
Total current investments	3 659	4 802

¹ Denominated in Nigerian naira.

² Denominated in United States dollar.

³ Denominated in Ghanaian cedi.

⁴ Denominated in Rwandan franc.

⁵ Denominated Côte d'Ivoire Communauté Financière Africaine franc.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.5 Net investment hedges

The Group hedges a designated portion of its United States dollar net assets in MTN Dubai for foreign currency exposure arising between the US\$ and ZAR as part of the Group's risk management objectives. The Group designated external borrowings denominated in US\$ held by MTN (Mauritius) Investments Limited. For the period of the hedge relationship, foreign exchange movements on these hedging instruments are recognised in OCI as part of the FCTR, offsetting the exchange differences recognised in OCI, arising on translation of the designated United States dollar net assets of MTN Dubai to ZAR. The cumulative forex movement recognised in OCI will only be reclassified to profit or loss upon loss of control of MTN Dubai.

To assess hedge effectiveness the Group performs hedge effectiveness testing by comparing the changes in the carrying amount of the debt that is attributable to a change in the spot rate with changes in the net assets designated in MTN Dubai. There was no hedge ineffectiveness recognised in profit or loss during the current or prior year.

The fair value of the financial liabilities (included in borrowings) designated as net investment hedges are:

	2023	2022
	Rm	Rm
US\$ denominated bonds held by MTN (Mauritius) Investments Limited	10 996	16 000

The determination of fair value of these financial liabilities is disclosed in note 7.1.3.

The following information also relates to the hedge of the net investment:

	2023	2022
	Rm	Rm
Carrying value of US\$ denominated bonds held by MTN (Mauritius) Investments Limited	11 029	16 336
Nominal value of US\$ denominated bonds held by MTN (Mauritius) Investments Limited ¹	597	950
Change in carrying amount of loans as a result of foreign exchange movements	(1 166)	(1 112)
Change in value of the hedged item used to determine hedge effectiveness	1 166	1 112
Hedge ratio	100%	100%
Foreign currency translation reserve		
Balance at the beginning of the year	5 298	4 498
Change in fair value of hedging instrument recognised in OCI for the year - after tax	554	800
Balance at the end of the year	5 852	5 298

¹ Amount presented in United States dollar.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.6 Exchange rates to South African rand

		Closing rates		Average rates	
		2023	2022	2023	2022
Foreign currency to South African rand:					
United States dollar	US\$	18.27	17.05	18.40	16.36
Euro	EUR	20.22	18.26	19.98	17.21
South African rand to foreign currency:					
Ugandan shilling	UGX	206.91	218.43	202.47	225.50
Rwanda franc	RWF	69.62	63.26	63.49	63.59
Cameroon Communauté Financière Africaine franc	XAF	32.45	35.93	32.84	37.98
Nigerian naira ¹	NGN	49.65	27.05	32.58	26.05
Iranian rial ^{2,3}	IRR	21 372.32	16 914.43	19 379.16	15 736.47
Botswana pula	BWP	0.73	0.75	0.72	0.75
Côte d'Ivoire Communauté Financière Africaine franc	CFA	32.45	35.93	32.87	38.08
Congo-Brazzaville Communauté Financière Africaine franc	XAF	32.45	35.93	32.85	37.98
Zambian kwacha	ZMK	1.41	1.06	1.14	1.03
eSwatini lilangeni	SZL	1.00	1.00	1.00	1.00
Afghanistan afghani	AFN	3.85	5.23	4.10	5.01
Ghanaian cedi	GHS	0.66	0.62	0.64	0.54
Benin Communauté Financière Africaine franc	XOF	32.45	35.93	33.01	38.06
Guinean franc	GNF	465.91	501.74	495.11	522.07
Sudanese pound ³	SDG	45.60	34.03	34.14	33.51
Guinea-Bissau Communauté Financière Africaine franc	XOF	32.45	35.93	32.26	37.19
Ethiopian birr	ETB	3.08	3.16	2.97	3.26
South Sudanese pound	SSP	58.62	39.22	49.31	32.25

¹ Nigerian Autonomous Foreign Exchange Market (NAFEM) rate for December 2023.

² SANA rate.

³ The financial results, positions and cash flows of foreign operations trading in hyperinflationary economies are translated as set out in note 1.3.3.

Subsidiaries and joint ventures operating in dual exchange rate economies

Irancell

During the 2018 financial year the CBI clarified that all future dividends can be expected to be repatriated at the SANA rate. Consequently, the Group equity accounts the results and translates any receivables from Irancell at the SANA rate from August 2018.

Certain historical receivables were translated at the stronger CBI exchange rate in accordance with the prior government approved capital investment incentive under FIPPA. During the 2023 financial year, the Iranian government introduced a tiered SANA rate and it is no longer considered likely that the Group will be able to repatriate these historical receivable balances at the stronger CBI exchange rate. As a result, all receivables with Irancell are translated at the SANA rate in 2023.

Nigeria

In prior financial years, the Group changed its reference rate for MTN Nigeria from the CBN rate to the Nigeria Autonomous Foreign Exchange (NAFEX) rate due to the paucity and absence of a unified foreign exchange price for the Nigerian naira. During the 2023 financial year, the NAFEM rate became the relevant reference rate for the closing Nigerian naira spot rate and, as a result, the Group transitioned from the NAFEX to NAFEM rate during the last quarter of 2023.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

7 FINANCIAL RISK (continued)

7.6 Exchange rates to South African rand (continued)

Subsidiaries and joint ventures operating in dual exchange rate economies (continued)

Nigeria (continued)

Following the end of the reporting period, the Naira devalued from NGN907 against US\$ at 31 December 2023 to NGN1 595 at 29 February 2024. MTN Nigeria's exposure to US\$ amounted to US\$1 650 million (R30 157 million) at 31 December 2023. The MTN Nigeria revenue contributed 34% to the total Group revenue in the current period. The translation of the Naira to ZAR has been affected by the weakening of the Naira exchange rate.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

8 EQUITY STRUCTURE

8.1 Ordinary share capital and share premium

Ordinary shares are classified as equity. Incremental external costs directly attributable to the issue of new ordinary shares or share options are recognised in equity as a deduction (net of tax) from the proceeds.

Where any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental external costs (net of tax), is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders and the cost of the treasury shares is released from share premium to retained earnings.

	2023	2022
	Number of shares	Number of shares
Ordinary share capital (par value of 0.01 cents)		
Authorised	1 500 000 000	1 500 000 000
Issued (fully paid up)	525 757 682	525 757 682

	2023	2022
	Rm	Rm
Share capital		
Balance at the beginning of the year	5	5
Balance at the end of the year	5	5
Share premium		
Balance at the beginning of the year	218	218
Balance at the end of the year	218	218
Shareholder loan classified as equity		
Balance at the beginning of the year	5 818	5 818
Balance at the end of the year	5 818	5 818

The loan is unsecured and interest-free and repayable at the election of the Company. As a result, the shareholder's loan is classified as equity.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

8 EQUITY STRUCTURE (continued)

8.2 Other reserves

	2023	2022
	Rm	Restated ¹ Rm
Balance at the beginning of the year	(11 239)	(3 599)
Opening reserve adjustment for hyperinflation	15 705	-
Transactions with non-controlling interests	(2 308)	3 446
Net transfer to retained earnings, contingency and statutory reserves	186	(97)
Share-based payment transactions	8	362
Exchange differences on translating foreign operations ²	10 542	570
Foreign exchange movement on hedging instruments ²	(554)	(800)
Net change in fair value of debt and equity instruments through other comprehensive income reserve	(2 689)	(10 908)
Other	(46)	(213)
Balance at the end of the year	9 605	(11 239)
Consisting of:		
Contingency reserve (as required by insurance regulations) ³	451	338
Statutory reserve (as required by Rwanda, Congo-Brazzaville and other joint venture legislation) ⁴	144	71
Transactions with non-controlling interests ⁵	4 634	6 942
Share-based payment transactions ⁶	2 232	2 224
Foreign currency translation reserve ²	23 832	(1 861)
Equity and debt instruments at fair value through other comprehensive income ⁷	(22 025)	(19 336)
Share of other reserves of joint ventures	(81)	(81)
Other	418	464
	9 605	(11 239)

¹ Restated, refer to note 11 for details on the restatement.

² The Group's presentation currency is rand. The weakening of the closing rate of the rand against the functional currencies of the Group's largest operations and hyperinflationary impacts contributed to a increase in assets and liabilities and the resulting FCTR increase of R10 542 million (2022: R570 million) since 31 December 2022. In addition, the Group recognised foreign currency losses arising on the translation of financial liabilities designated as net investment hedges in a foreign operation of R554 million (2022: R800 million). Refer to the translation and disposal of foreign operations sections in accounting policy 1.3.2 foreign currency.

³ A contingency reserve has been created in terms of the Short-term Insurance Act, 1988. Transfers to the contingency reserve are treated as an appropriation of income, and the balance of the reserve is disclosed in the statement of financial position as a non-distributable reserve, forming part of shareholders' funds. On dissolution of the structured entities to which the reserve relates, they will become available for distribution.

⁴ A statutory reserve has been created in terms of local legislation. Transfers to the statutory reserve are treated as an appropriation of income, and the balance of the reserve is disclosed in the statement of financial position as a non-distributable reserve, forming part of the shareholders' funds.

⁵ Non-controlling shareholders are treated as equity participants and, therefore, all acquisitions of non-controlling interests or disposals by the Group of its interests in subsidiary companies where control is maintained subsequent to the disposal, are accounted for as equity transactions. Consequently, the difference between the fair value of the consideration transferred and the carrying amount of a non-controlling interest purchased is recorded in equity. All profits or losses arising as a result of the disposal of interests in subsidiaries to non-controlling shareholders, where control is maintained subsequent to the disposal, are also recorded in equity. In the current year, R511 million loss on MTN Ghana localisation transaction, R284 million loss on the MTN Ghana scrip dividend and R1 513 million loss on the MTN Nigeria scrip dividend. In 2022, the Group realised gains on the following sales (refer to note 9.4.1); R3 046 million in the disposal of 3.25% interest held in MTN Nigeria, R293 million gain in the disposal of 50% interest held in aYo Holdings and R107 million gain in the disposal of 1.21% interest held in MTN Ghana.

⁶ Refer to the accounting policy in note 8.4 with regard to equity-settled share-based payments. In 2022, MTN Group realised a net gain of R259 million from the disposal of 5% interest in MTN Ghana to Ghanaian citizens through MTN Ghana SPV as part of the Group localisation strategy (refer to note 9.4.2.4).

⁷ This comprises of all fair value adjustments on all equity and debt investments that have been classified as FVOCI. On the disposal of the FVOCI equity investments, the cumulative gains recognised on these investments are not reclassified to profit or loss.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

8 EQUITY STRUCTURE (continued)

8.3 Dividends

Dividends declared to the Company's shareholders are recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's directors.

Dividends declared during the year	2023		2022	
	Cents per share	Rm	Cents per share	Rm
Final dividend declared in respect of the prior year	1 236	6 500	1 084	5 700
Dividends declared after year end				
Approved after the reporting date and not recognised as a liability ¹	1 236	6 500	1 236	6 500

¹ Declared at the board meeting on 22 March 2024.

8.4 Share-based payments

Cash-settled share-based payments

The fair value of the amount payable to employees in respect of cash-settled share-based payments is recognised as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is remeasured to fair value at each reporting date and at settlement date. Any changes in the liability are recognised in profit or loss.

The MTN Group performance share plan and employee share ownership scheme

The Group operates a number of cash-settled share-based payment schemes for the benefit of eligible employees, including executive directors, in accordance with the schemes' rules. The schemes are designed to retain and recognise the contributions of executive directors and eligible employees and to provide additional incentives to contribute to the Group's continued growth.

The PSP and the ESOP are the active schemes. Under these schemes the Group receives services from employees as consideration for the equity instruments of MTN Group Limited.

The vesting period for the PSP is three years and the awards vest in full based on set performance targets. Employees are not entitled to receive dividends on the shares during the vesting period.

The employees participating under the ESOP are entitled to dividends during the vesting period. The shares vest in three tranches, with a third vesting on the third, fourth and fifth anniversary of the grant date.

The total number of shares which may be allocated for the purposes of the schemes shall not exceed 5% of the total issued ordinary share capital of the Company, being 94 213 488 shares as approved by shareholders in 2001.

During prior financial years, the Group granted eligible employees share rights under the PSP established in 2010. The rights are granted to employees on levels 3, 4, 5 and 6. The PSP was established in order to attract, retain and reward selected employees who are able to contribute to the business of the employer companies and to stimulate their personal involvement thereby encouraging their continued service and encouraging them to advance the interests of the relevant employer company and the Group in general.

The following performance conditions apply to the PSPs for the three-year vesting period:

Total shareholder return (TSR)

Vesting is based on a sliding scale of 100% vesting at the 75th percentile as compared to MSCI Emerging Markets Communication Services Index and 25% vesting at the median with straight line vesting in between the two points and, 0% vesting for below the median. TSR will be measured by comparing the 30-day volume-weighted average price at the beginning and end of the three-year period plus re-invested dividends. TSR must be positive and to be measured on common currency. The TSR condition is applicable for all awards.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

8 EQUITY STRUCTURE (continued)

8.4 Share-based payments (continued)

MTN PSP(continued)

Cumulative operating free cash flow (OFCF)

Targeted at the sum of the budgeted OFCF established each year for the three year measurement period with a threshold of 25% vesting at 90% of the target, and a stretch of 100% vesting at 110% of the target, with a sliding scale between each point. OFCF will be measured on constant currency. The OFCF condition is applicable for all awards.

Black Economic Empowerment

Vesting is based on the achievement of previously agreed upon deliverables as applicable in South Africa. The BEE condition is applicable for all awards.

Compliance

The vesting conditions with regards to compliance to the Department of Trade, Industry and Competition (dtic) and Independent Communications Authority of South Africa (ICASA) are based on reasonable efforts made to ensure compliance with the relevant targets and codes. The compliance condition is applicable for all awards.

Individual retention

100% vesting upon remaining with the Group for the duration of award fulfilment period, unless the participant terminates employment on good terms. The retention performance condition is only applicable for awards up to December 2020.

Return of equity (ROE)

Defined as adjusted headline earnings per share/equity excluding non-controlling interests for each year divided by three. There is a 25% vesting at 90% of budget (kick-in) and a 100% vesting at 100% of budget target with a straight-line vesting between the kick-in and budget target rate. ROE is only applicable for awards from December 2020.

Environmental, social and governance (ESG)

ESG comprises of emissions, broadband coverage and diversity and inclusion as per approved business plan. ESG will be measured over the three-year measurement period with a 25% vesting at threshold value (kick-in) and a 100% vesting at 100% of threshold value, with a straight-line vesting between the kick-in and the threshold value. ESG is only applicable for awards from December 2021.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

8 EQUITY STRUCTURE (continued)

8.4 Share-based payments (continued)

MTN PSP (continued)

The following performance conditions must be fulfilled to qualify for the percentage of the shares granted as stated in the table below:

	Proportion of grant			
	2020 grant		2021 grant	
	Employee level 3-4 %	Employee level 5-6 %	Employee level 3-4 %	Employee level 5-6 %
Vesting conditions for shares granted				
Total shareholder return (TSR)	25.0	25.0	25.0	25.0
Cumulative operating free cash flow (OFCF)	25.0	25.0 - 30.0	25.0	25.0 - 30.0
Individual retention	25.0	0.0 - 25.0	25.0	0.0 - 25.0
Return on equity (ROE)	25.0	25.0 - 30.0	25.0	25.0 - 30.0
Environmental, Social and Governance (ESG)	-	-	25.0	22.5 - 25.0
Compliance	-	0.0 - 5.0	-	0.0 - 5.0
Black Economic Empowerment (BEE)	-	0.0 - 5.0	-	0.0 - 5.0

	Proportion of grant			
	2022 grant		2023 grant	
	Employee level 3-4 %	Employee level 5-6 %	Employee level 3-4 %	Employee level 5-6 %
Vesting conditions for shares granted				
Total shareholder return	25.0	22.5 - 25.0	25.0	25.0
Cumulative operating free cash flow	25.0	22.5 - 25.0	25.0	25.0
Return on equity	25.0	22.5 - 25.0	25.0	25.0
Environmental, Social and Governance	25.0	22.5 - 25.0	25.0	25.0
Compliance	-	0.0 - 5.0	-	-
Black Economic Empowerment	-	0.0 - 5.0	-	-

Details of the outstanding cash-settled performance share plan rights are as follows:

	Number outstanding at 31 December 2022	Offered	Forfeited ¹	Exercised during 2023	Number outstanding at 31 December 2023
20 December 2019	6 319 062	-	(339 153)	(5 979 909)	-
21 December 2020	9 438 187	-	(791 831)	-	8 646 356
13 December 2021	4 008 689	-	(272 250)	-	3 736 439
12 December 2022	6 498 981	-	(382 742)	-	6 116 239
28 December 2023	-	8 219 177	(27 931)	-	8 191 246
Total	26 264 919	8 219 177	(1 813 907)	(5 979 909)	26 690 280

¹Forfeitures occur either when an employee leaves the employ of the Group prior to the vesting or when the vesting date conditions are not met, as determined by the scheme rules.

A valuation has been prepared using a stochastic model to determine the fair value of the PSP and the expense to be recognised for the shares granted during the current and prior periods.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

8 EQUITY STRUCTURE (continued)

8.4 Share-based payments (continued)

MTN PSP (continued)

The range of inputs into the stochastic model used for rights granted during the year was as follows:

	December 2023
Share price (R)	115.50
Expected life	1-3 years
Risk-free rate	8.43% - 8.78%
Expected volatility	29.96% - 35.23%
Dividend yield	2.66%

	December 2022
Share price (R)	127.30
Expected life	1-3 years
Risk-free rate	8.01% - 8.24%
Expected volatility	28.83% - 38.25%
Dividend yield	1.70%

The risk-free rate was estimated using the nominal bond curve as compiled by the JSE and obtained from I-Net Bridge.

Volatility was estimated using the weekly closing share price as provided by I-Net Bridge. An annualised standard deviation of the continuously compounded rates of return of the share and the daily dividend yield was used.

The fair value per share of the PSPs is provided below:

Offer date	Non-market conditions	Market conditions
13 December 2021	R112.61	R9.54
12 December 2022	R109.66	R41.84
28 December 2023	R106.66	R71.63

ESOP

During 2023, nil (2022: 70 866) shares were granted to qualifying employees for no consideration and subject to a service condition. 335 456 shares for the 2017, 2018, 2019 and 2020 awards (2022: 659 776 shares for the 2017, 2018 and 2019 awards) vested during 2023. The shares vest in three tranches. A third will vest on the third, fourth and fifth anniversary of the grant date. The plan is facilitated through a structured entity (the 2016 MTN ESOP Trust). The Group provides shares and funding to the 2016 MTN ESOP Trust to enable the trust to satisfy its objectives.

Amounts recognised in income statement

In addition, throughout the Group there are various notional share schemes. The total expense recorded for these schemes in the current year is R1 261 million (2022: R1 449 million).

	2023 Rm	2022 Rm
Expense arising from cash-settled share-based payment transactions	1 261	1 449

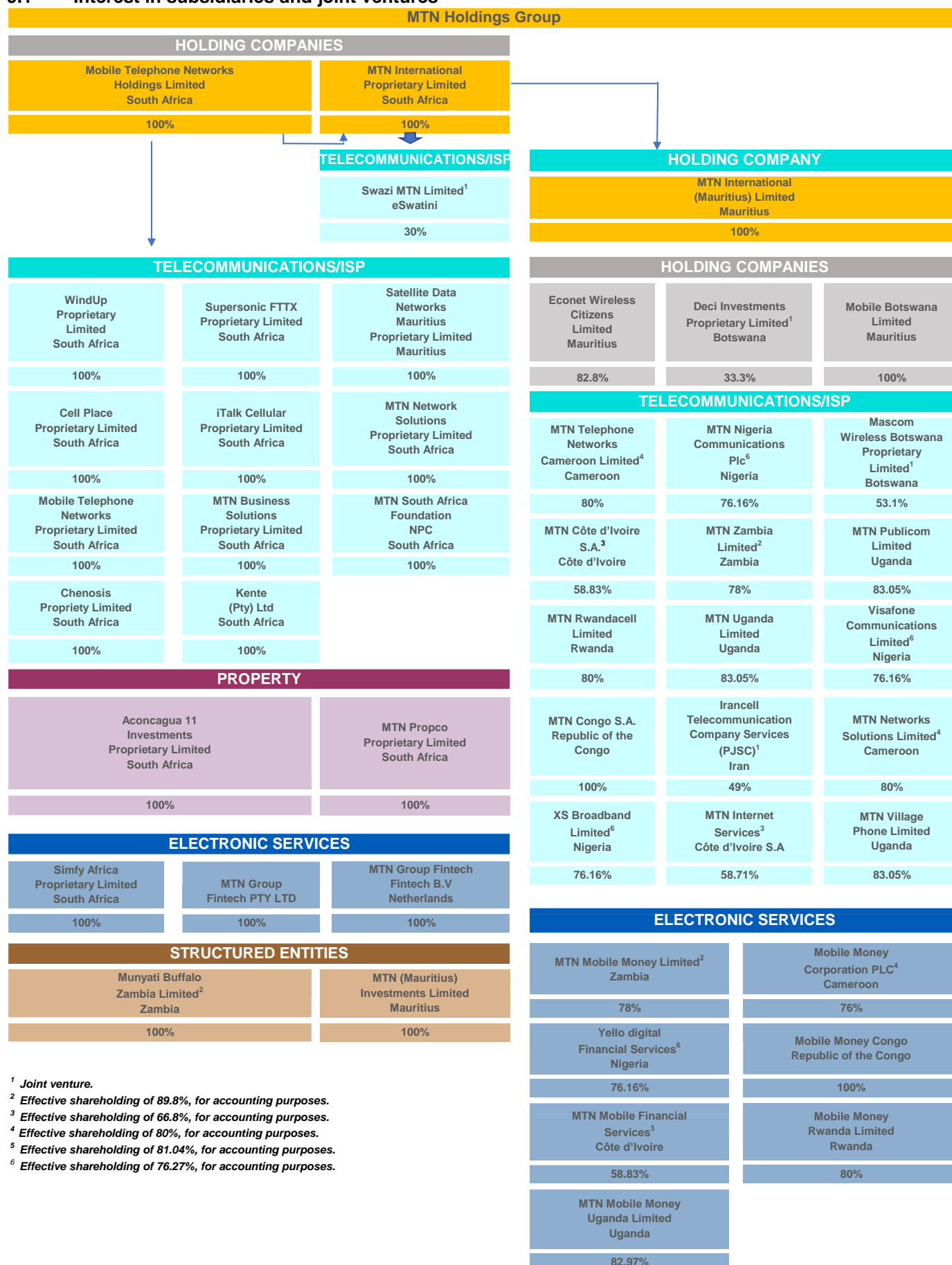
Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION

9.1 Interest in subsidiaries and joint ventures



¹ Joint venture.

² Effective shareholding of 89.8%, for accounting purposes.

³ Effective shareholding of 66.8%, for accounting purposes.

⁴ Effective shareholding of 80%, for accounting purposes.

⁵ Effective shareholding of 81.04%, for accounting purposes.

⁶ Effective shareholding of 76.27%, for accounting purposes.

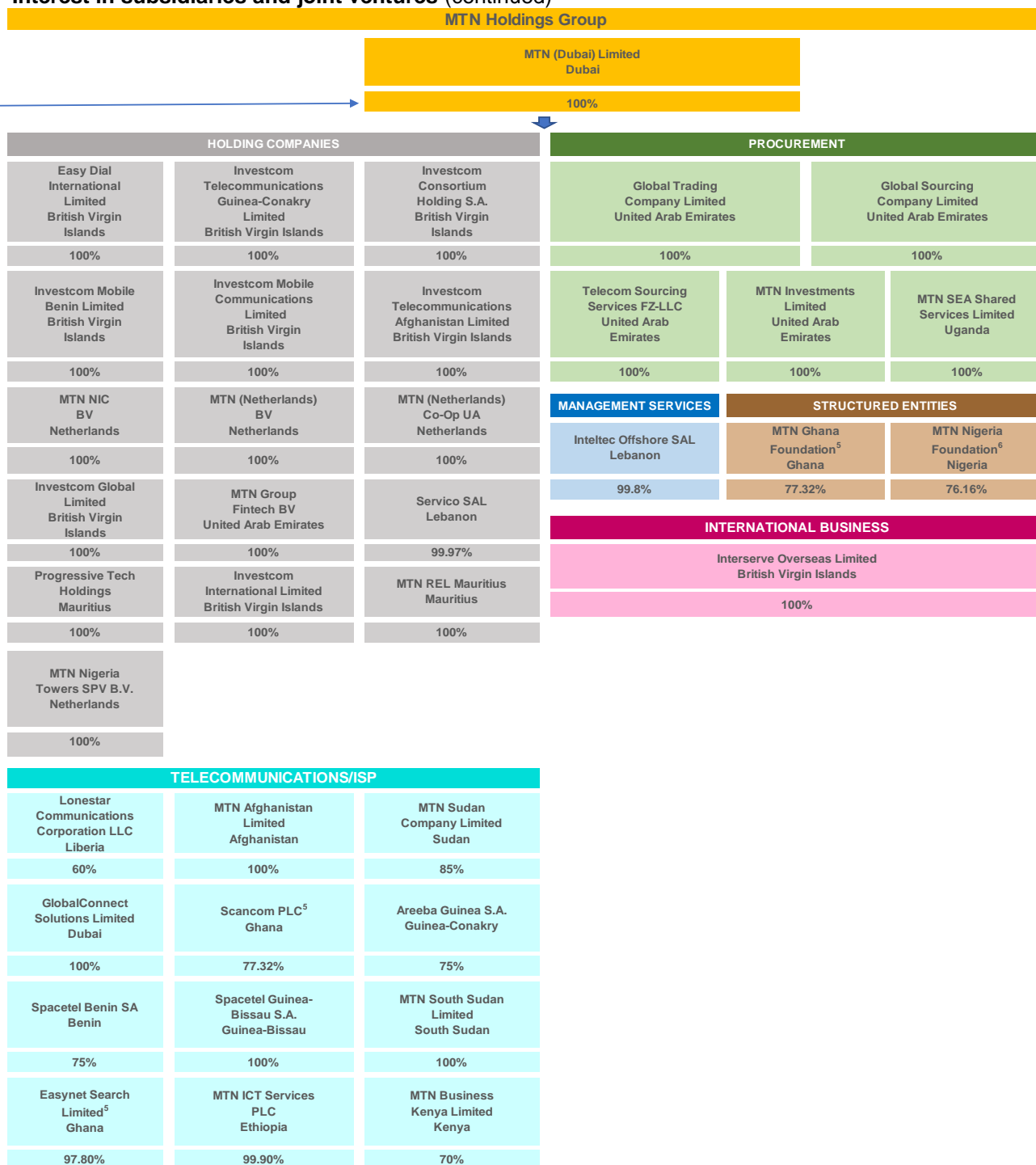
Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.1 Interest in subsidiaries and joint ventures (continued)



Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.1 Interest in subsidiaries and joint ventures (continued)

MTN Holdings Group

MTN (Dubai) Limited
Dubai

ELECTRONIC SERVICES

aYo/Fintech

Bayobab

MTN Mobile Money Benin	Middle East Internet Holding S.A.R.L ¹ Luxemburg	GlobalConnect Zambia ² Zambia	GlobalConnect FibreCo B.V Netherlands
75%	50%	99%	100%
Mobile Money Limited Ghana ⁵	Lonestar Cell MTN Mobile Money Inc Liberia	GlobalConnect Ghana Solutions Ghana Limited ⁵ Ghana	MTN GlobalConnect Uganda Limited
77.32%	60%	100%	100%
MTN Sudan Fintech Comp Limited Sudan	aYo Holdings Limited Mauritius	GlobalConnect Solutions Limited DIFC	MTN GlobalConnect E2W Holdings Limited (UAE)
85%	50%	100%	70%
aYo Côte d'Ivoire Limited ³ Côte d'Ivoire	aYo Insurance Brokers Limited ⁴ Cameroon	Bayobab South Africa (Pty) Ltd	Bayobab International Solutions Ltd
50%	50%	100%	100%
aYo Micro Insurance Limited ⁶ Nigeria	aYo Rwanda Limited Rwanda	GlobalConnect Nigeria Infra (Pty) Ltd ⁶ Nigeria	GlobalConnect Nigeria Limited ⁶ Nigeria
50%	50%	100%	100%
MTN Mobile Money Guinea Limited Guinea-Conakry	aYo Intermediaries South Africa	Bayobab Cote d'Ivoire ³ S.A.	
75%	50%	100%	
aYo Uganda Limited Uganda	aYo Intermediaries Ghana Limited ⁵ Ghana		
50%	50%		
aYo Insurance Brokers Zambia Limited ² Zambia	MTN Fintech South Sudan Services Ltd		
49.95%	69%		

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.2 Investment in associates and joint ventures

Associates and joint ventures are accounted for using the equity method and are recognised initially at cost.

The Group's investment in associates and joint ventures includes goodwill identified on acquisition, net of any accumulated impairment losses.

The carrying amount of the Group's investments in associates and joint ventures is reduced to recognise any potential impairment in the value of individual investments.

Profits or losses resulting from upstream and downstream transactions between the Group and its associates and joint ventures are recognised in the Group's financial statements only to the extent of unrelated investors' interests in the associates and joint ventures. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

	2023	2022
	Rm	Rm
Investment in associates	235	103
Loans and receivables to joint ventures	3 152	5 009
Investment in joint ventures	21 058	17 830
Total investment in associates and joint ventures	24 445	22 942
Share of results of associates after tax	104	(152)
Share of results of joint ventures after tax	3 477	3 521
Total share of results of associates and joint ventures after tax	3 581	3 369

Iran cell loans and receivables

On 20 September 2019, the US Treasury Department's Office of Foreign Assets Control (OFAC) designated the CBI as being subject to sanctions. Sanctions imposed on the CBI create a secondary sanctions risk if the CBI allocates foreign currency to an MTN entity for the purpose of repatriating the receivable and/or loan.

Considering the continued uncertainty of when the sanctions will be lifted, the Group has classified R3 152 million (2022: R5 009 million) of the outstanding receivables as non-current as the settlement is neither planned nor likely to occur in the foreseeable future. The balance has been presented as part of investment in associates and joint ventures. There was a decrease in the balance due to the change in the applicable exchange rates, refer to note 7.6.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.2 Investment in associates and joint ventures (continued)

Investment in associates

Unless otherwise stated, the Group's associates' countries of incorporation are also their principal place of operation.

The Group has the following effective interests in associates:

Associate	Principal activity	Country of incorporation	Effective % interest in issued ordinary share capital		
			2023	2022	
Number Portability Proprietary Limited	Porting	South Africa	20	20	
International Digital Services Middle East Limited (iME)	Telecommunications	United Arab Emirates	29.55	29.55	
			iME Rm	Other Rm	Total Rm
2022					
Balance at the beginning of the year			252	3	255
Share of results after tax			(152)	-	(152)
Balance at the end of the year			100	3	103
2023					
Balance at the beginning of the year			100	3	103
Share of results after tax			104	-	104
Effect of movements in exchange rates			28	-	28
Balance at the end of the year			232	3	235

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)
9.2 Investment in associates and joint ventures (continued)

Investment in associates (continued)
Summarised financial information of associates

Set out below is the summarised financial information of an associate that is material to the Group. The summarised financial information is adjusted to reflect adjustments made by the Group when applying the equity method, including fair value adjustments at acquisition and modifications for differences in accounting policy.

	iME	
	2023 Rm	2022 Rm
Summarised statement of financial position		
Total assets	2 738	1 778
Non-current assets	152	142
Current assets	2 586	1 636
Total liabilities	3 394	2 404
Non-current liabilities	620	466
Current liabilities	2 774	1 938
Net assets	(656)	(626)
% ownership interest held	29.55	29.55
Interest in associate	(194)	(185)
Adjustment up to 31 December ¹	171	54
Goodwill	255	231
Balance at the end of the year	232	100
Summarised income statement		
Revenue	8 526	5 342
Profit/(loss) before tax	754	(7)
Income tax expense	(403)	(509)
Profit/(loss) after tax	351	(516)
% ownership interest held	29.55	29.55
Share of results after tax	104	(152)

¹ Summarised financial information presented with regard to the Group's interest in iME is as per the latest available management accounts at 30 November 2023. Preparation of financial statements at 31 December 2023 by iME was impracticable. Appropriate adjustments have been made to the Group's interest and share of results for the effects of significant transactions and events that occurred for the one month up to the reporting date.

There are no significant contingent liabilities relating to the Group's interests in these associates at the end of the current or prior year.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.2 Investment in associates and joint ventures (continued)

Investment in joint ventures

Classification of significant joint arrangements

The Group has the following effective interests in joint ventures:

Joint venture	Principal activity	Country of incorporation	Effective % interest in issued ordinary share capital	
			2023	2022
Irancell	Network operator	Iran	49	49
Mascom Wireless Botswana Proprietary Limited (Mascom)	Network operator	Botswana	53.1	53.1
Swazi MTN Limited	Network operator	eSwatini	30	30
Deci Investments Proprietary Limited (Deci Investments)	Holding company	Botswana	33.3	33.3
Middle East Tech Ventures Holding Limited (METVH) ^{1,2}	Telecommunications	Luxembourg	50	50

¹ The entity operates in various countries across the Middle East.

² During the current year all of Middle East Internet Holding S.A.R.L (MEIH's) assets and liabilities were transferred to METVH. MEIH was subsequently liquidated. MTN Group owns 50% shareholding in METVH and has joint control.

The joint ventures listed above are unlisted and their countries of incorporation are also their principal place of operation unless otherwise indicated.

All joint ventures have a year-end consistent with that of the Company with the exception of Irancell that has a year-end of 21 December, for Group reporting purposes.

	Irancell Rm	Mascom Rm	Other Rm	Total Rm
2022				
Balance at the beginning of the year	10 682	1 815	1 096	13 593
Impairments	-	-	(342)	(342)
Share of results after tax	3 101	337	83	3 521
Dividend income	(859)	(286)	(85)	(1 230)
Other comprehensive income and effect of movements in exchange rates including the effect of hyperinflation ¹	2 279	21	(12)	2 288
Balance at the end of the year	15 203	1 887	740	17 830
2023				
Balance at the beginning of the year	15 203	1 887	740	17 830
Share of results after tax	3 124	300	53	3 477
Dividend income	(543)	-	(224)	(767)
Other comprehensive income and effect of movements in exchange rates including the effect of hyperinflation ¹	451	19	48	518
Balance at the end of the year	18 235	2 206	617	21 058

¹ Refer to note 1.3.3 for the Group's accounting policy with regard to those entities whose functional currency is the currency of a hyperinflationary economy.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.2 Investment in associates and joint ventures (continued)

Investment in joint ventures (continued)

Summarised financial information of joint ventures

Set out below is the summarised financial information of each joint venture that is material to the Group. The summarised financial information is adjusted to reflect adjustments made by the Group when applying the equity method including fair value adjustments at acquisition and modifications for differences in accounting policy.

	Iracell		Mascom	
	2023 Rm	2022 Rm	2023 Rm	2022 Rm
Summarised statement of financial position				
ASSETS				
Non-current assets	59 504	48 502	3 000	2 719
Property, plant and equipment	49 361	41 766	2 078	1 218
Intangible assets	3 733	3 150	222	934
Right-of-use assets	1 171	1 106	681	552
Investment property	214	138	19	15
Loans and other non-current receivables	1 778	1 245	-	-
Investment in associate	458	413	-	-
Investments	1 985	-	-	-
Capitalised contract costs	804	684	-	-
Current assets	7 791	5 819	723	855
Inventories	195	270	22	45
Trade and other receivables	5 735	3 384	173	130
Current investments	607	779	-	-
Restricted cash	24	30	-	-
Cash and cash equivalents	1 230	1 356	468	656
Contract assets	-	-	60	24
Total assets	67 295	54 321	3 723	3 574
LIABILITIES				
Non-current liabilities	8 592	6 827	963	912
Borrowings	-	-	31	-
Deferred tax liabilities	8 011	6 305	157	110
Provisions	325	284	-	-
Other non-current liabilities	3	3	775	802
Lease liabilities	253	235	-	-
Current liabilities	21 509	16 492	575	713
Trade and other payables	15 029	12 347	552	658
Provisions	260	415	-	-
Taxation liabilities	918	965	23	55
Borrowings	3 037	992	-	-
Lease liabilities	141	173	-	-
Dividends payable	2 124	1 600	-	-
Total liabilities	30 101	23 319	1 538	1 625
Total net assets	37 194	31 002	2 185	1 949
% ownership interest held	49	49	53.1	53.1
Interest in joint venture excluding goodwill	18 225	15 191	1 160	1 035
Adjustment up to 31 December ¹	-	-	175	-
Goodwill	10	12	870	852
Balance at the end of the year	18 235	15 203	2 206	1 887

¹ Summarised financial information presented with regard to the Group's interest in Mascom is as per the latest available management accounts at 31 October 2023. Preparation of financial statements at 31 December 2023 by Mascom was impracticable. Appropriate adjustments have been made to the Group's interest and share of results for the effects of significant transactions and events that occurred for the two months up to the reporting date.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.2 Investment in associates and joint ventures (continued)

Investment in joint ventures (continued)

Summarised financial information of joint ventures (continued)

	Irandcell		Mascom ²	
	2023 Rm	2022 Rm	2023 Rm	2022 Rm
Summarised income statement				
Revenue	21 406	20 225	2 266	2 119
Other income	18	50	57	1
Operating expenses	(13 200)	(11 932)	(1 180)	(1 048)
Depreciation of property, plant and equipment	(6 123)	(5 762)	(312)	(200)
Amortisation of intangible assets	(1 084)	(992)	(216)	(157)
Finance income	537	524	175	161
Finance costs	(537)	(140)	(74)	(57)
Net monetary gain ¹	5 790	4 896	-	-
Share of results of associate after tax	7	12	-	-
Profit before tax	6 814	6 881	716	819
Income tax (expense)/income	(438)	(553)	(151)	(184)
Profit after tax	6 376	6 328	565	635
% ownership interest held	49	49	53.1	53.1
Share of results after tax	3 124	3 101	300	337

¹ The economy of Iran was assessed to be hyperinflationary effective 1 January 2020, and hyperinflation accounting has since been applied. Upon first application of hyperinflation, net prior period gains were recognised directly in equity.

² Summarised financial information presented with regard to the Group's interest in Mascom is as per the latest available management accounts at 31 October 2023. Preparation of financial statements at 31 December 2023 by Mascom was impracticable. Appropriate adjustments have been made to the Group's interest and share of results for the effects of significant transactions and events that occurred for the two months up to the reporting date.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.2 Investment in associates and joint ventures (continued)

Investment in joint ventures (continued)

Summarised financial information of joint ventures (continued)

Commitments relating to joint ventures

Commercial commitments

Irancell

The investment in Irancell is subject to a number of sovereign, regulatory and commercial risks, which could result in the Group failing to realise full market value of its investment should it be required to dispose of any portion thereof. In this regard, 21% of Irancell is required to be offered to members of the Iranian public within approximately three years from the date of the licence. Such offering could have a proportional dilutionary effect on the Company's 49% shareholding, effectively reducing its shareholding by 10.3% to 38.7%. Local management together with the shareholders continue to engage the regulator on this matter.

Capital commitments	2023	2022
	Rm	Rm
Share of capital commitments of joint ventures not yet incurred at the reporting date:		
Contracted	607	932
- Property, plant and equipment	607	903
- Software	-	29
Authorised but not contracted	3 539	2 144
- Property, plant and equipment	3 448	1 982
- Software	91	162
	4 146	3 076

Contingent liabilities relating to joint ventures

There are no material contingent liabilities relating to the Group's interests in its joint ventures during the current or prior year.

Licences

Licences awarded to the joint ventures are set out below:

Licence agreements	Type	Granted/ renewed	Term
Irancell	GSM	07/10/2021	5 years
	UNSP	23/07/2023	8 years
Mascom	900MHz	01/09/2018	15 years
	1 800MHz	01/09/2018	15 years
	2 100MHz	01/09/2018	15 years
	2 600MHz	01/09/2018	15 years
Swazi MTN Limited	Electronic Communications Network Licence	28/11/2018	10 years
	Electronic Communications Service Licence	28/11/2018	10 years
	800MHz	01/04/2022	Renewable annually
	900MHz	01/04/2022	Renewable annually
	1 800MHz	01/04/2022	Renewable annually
	2 100MHz	01/04/2022	Renewable annually

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION

9.3 Joint operations

In respect of its interest in joint operations, the Group recognises in its financial statements its share of the assets jointly held, classified according to the nature of the assets, any liabilities that it has incurred, its share of any liabilities incurred jointly with the other joint operators in relation to the joint operation, any income from the sale or use of its share of the output of the joint operation, together with its share of any expenses incurred by the joint operation and any expenses that it has incurred in respect of its interest in the joint operation.

When the Group acquires an interest in a joint operation in which the activity of the joint operation constitutes a business, identifiable assets acquired and liabilities assumed are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised in profit or loss. Goodwill is measured as the excess of the sum of the consideration transferred over the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed.

When the Group increases its interest in a joint operation in which the activity of the joint operation constitutes a business, by acquiring an additional interest in the joint operation, the Group's previously held interests in the joint operation are not remeasured if the joint operator retains joint control.

The Group has entered into agreements with several other companies to construct high-capacity fibre optic submarine cable systems.

The Group has the following interests in jointly controlled operations:

	Ownership interest held	
	2023	2022
	%	%
Joint operation		
Europe India Gateway Submarine Cable System	6.96	6.72
West Africa Cable System	11.14	11.14
EASSy Cable System	16.28	16.28
Africa Coast to Europe Cable system	9.61	9.61

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.4 Changes in shareholding

9.4.1 Prior year changes in shareholding

9.4.1.1 Disposal of MTN Nigeria shares

On 31 January 2022, the Group disposed of 661.25 million shares in MTN Nigeria following a secondary offer. This took the Group's shareholding from 78.83% to 75.58%. Proceeds generated from the sale of shares, net of taxes and transaction costs amounted to NGN97.6 billion (R3.4 billion translated at the effective date). This resulted in a net gain of R3 billion that was recognised in equity as a transaction with non-controlling interest.

9.4.1.2 Disposal of aYo shares

The Group entered into a transaction to dispose of 50% of the shares held in aYo. The sale was subject to a number of conditions precedent which were met on 28 October 2022 and the sale became effective. This took the Group's shareholding from 100% to 50%. The Group retained control in aYo through a shareholder's agreement. The agreement gives the Group power over the detailed business plans which enables the Group to direct the relevant activities of aYo. Proceeds generated from the sale of the shares, before transaction costs amounted to US\$40 million (R735 million¹). This resulted in a net gain of R 293 million that was recognised in equity as a transaction with non-controlling interest.

¹ Translated at the effective date of the sale. Cash proceeds per the statement of cash flows are translated at the spot rate on the date of receipt of the proceeds.

9.4.1.3 MTN Ghana localisation

In April 2022, the Group concluded the transfer of a 5% interest in MTN Ghana to Ghanaian citizens as part of the Group's localisation strategy. The shares are held through five separate special purpose vehicles (Ghana SPVs).

The Ghana SPVs acquired 614 523 715 of MTN Ghana's shares at a price of GHS0.90 per share for a total consideration of R1 122 million. The acquisition of these shares was funded through equity contributions from the Ghana SPVs shareholders and vendor loans provided by MTN (Dubai) Limited (MTN Dubai).

The Ghana SPVs must repay the vendor loans using dividends on the MTN Ghana shares over a period of 10 years before the shares become unencumbered. Consequently, the Group does not recognise a non-controlling interest for the MTN Ghana shares legally sold to the Ghana SPVs and consolidates the Ghana SPVs until the vendor loans are fully repaid.

The transactions have been accounted for as equity-settled share-based payment transactions in accordance with IFRS 2 Share-based Payments and the Group recognised an expense of R85 million in profit or loss, with a corresponding entry in equity.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.4 Changes in shareholding (continued)

9.4.2 Current year changes in shareholding

9.4.2.1 MTN Afghanistan

On 20 June 2022, the Group received a binding offer for the sale of MTN Afghanistan for a consideration of approximately US\$25 million (R457 million¹) on a discounted basis. MTN Dubai and MINT Trading Middle East Limited (a 100% subsidiary of M1 Group Limited) have subsequently signed a sale and purchase agreement on 10 March 2023, which is subject to conditions precedent. During the second half of 2023, the transaction received conditional regulatory approval to proceed, pending the submission of relevant documentation to the Afghanistan Regulatory Authority. Accordingly, MTN Afghanistan's assets and liabilities have been presented as held for sale.

An impairment loss of R900 million after writing down the carrying amount of the disposal group to its fair value less costs to sell has been recognised in profit or loss. MTN Afghanistan is presented as part of the MENA cluster in the segment information (note 2.1). On disposal of MTN Afghanistan, accumulated foreign currency translation reserve (FCTR) gains will be reclassified to profit and loss. As at 31 December 2023, MTN Afghanistan's accumulated FCTR gain was R657 million.

The sale was concluded on 21 February 2024. The delay on concluding the sale was due to the pending final regulatory approval, amongst other conditions precedent.

¹Translated at the closing exchange at 31 December 2023 of US\$1 = R18.2698.

The carrying amounts of assets and liabilities that have been reclassified to non-current assets held for sale as at 31 December 2023 were:

	31 December 2023 Rm	31 December 2022 Rm
Property, plant and equipment	184	449
Right-of-use assets	101	245
Intangible assets	62	151
Deferred tax asset	53	43
Trade receivables and other current assets	598	518
Cash and cash equivalents	1 128	546
Total assets	2 126	1 952
Current liabilities	1 376	1 135
Lease liabilities	348	383
Total liabilities	1 724	1 518
Net carrying amount of assets held for sale	402	434

9.4.2.2 MTN Guinea-Bissau and MTN Guinea-Conakry

On 26 October 2023, the Group received a binding offer for the sale of both MTN Guinea-Bissau and MTN Guinea-Conakry for a consideration of US\$1 for each of the companies. MTN Group and Telecel Group (Telecel) have subsequently signed a sale and purchase agreement on 15 December 2023, which is subject to conditions precedent. Accordingly, the assets and liabilities of both MTN Guinea-Bissau and MTN Guinea-Conakry have been presented as held for sale. As a result of the net liability positions for MTN Guinea-Bissau and MTN Guinea-Conakry on classification as held for sale, there was no further impairment on measuring at the lower of carrying amount and fair value less costs to sell.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.4 Changes in shareholding (continued)

9.4.2 Current year changes in shareholding

9.4.2.2 MTN Guinea-Bissau and MTN Guinea-Conakry (continued)

MTN Guinea-Bissau and MTN Guinea-Conakry are presented as part of the WECA cluster in the segment information (note 2.1). On disposal of MTN Guinea-Bissau and MTN Guinea-Conakry, accumulated foreign currency translation reserve (FCTR) gains and losses will be reclassified to profit and loss. As at 31 December 2023, MTN Guinea-Bissau's accumulated FCTR gain was R277 million and MTN Guinea-Conakry's accumulated FCTR loss was R1 691 million.

The carrying amounts of assets and liabilities that have been reclassified to non-current assets held for sale as at 31 December 2023 were:

	MTN Guinea-Bissau	MTN Guinea-Conakry
	Rm	Rm
Property, plant and equipment	241	550
Right-of-use assets	1	62
Intangible assets	7	957
Other non-current assets	149	72
Deferred tax asset	9	-
Trade receivables and other current assets	211	1 712
Cash and cash equivalents	1	12
Total assets	619	3 365
Current liabilities	526	3 968
Lease liabilities	11	37
Other non-current liabilities	265	664
Total liabilities	802	4 669
Net carrying amount of assets held for sale	(183)	(1 304)

9.4.2.3 MTN Nigeria

During 2023, the Group elected a scrip dividend from MTN Nigeria and received approval from the Securities and Exchange Commission, increasing the Group's effective shareholding from 75.69% to 76.27%. The scrip dividend was accounted for as a change in shareholding on issuance of the shares and the Group recognised the related loss of R1 531 million in equity as a transaction with non-controlling interest. The amount recognised in equity includes R440 million for the related withholding tax.

9.4.2.4 MTN Ghana

During 2023, the Group disposed of shares in MTN Ghana to Ghanaian citizens as part of the Group's localisation strategy. The Group also elected to take a scrip dividend from MTN Ghana. These transactions had a net result of decreasing the Group's effective shareholding from 84.28% to 81.04%.

The proceeds from the localisation, net of taxes and transaction costs amounted to US\$42 million (R780 million¹). R715 million has been received to date in cash. This resulted in a net loss of R511 million that was recognised in equity as transaction with non-controlling interest.

The scrip dividend was accounted for as a change in shareholding on issuance of the shares and the Group recognised the related loss of R284 million in equity as a transaction with non-controlling interest. The amount recognised in equity includes R155 million for the related withholding tax.

¹ Translated at the effective date of the sale. Cash proceeds per the statement of cash flows are translated at the spot rate on the date of receipt of the proceeds.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.4.3 Changes in shareholding subsequent to the reporting period

9.4.3.1 MTN Fintech and Mastercard

The Group signed definitive agreements on 5 February 2024 with Mastercard for a minority investment of up to US\$200 million into MTN Fintech at a valuation of US\$5.2 billion. The transaction will be accounted for as a transaction with non-controlling interests, with any gain or loss recognised in equity on closing.

9.5 Interest in subsidiaries

The subsidiaries in which MTN Holdings Group Limited has direct and indirect interests are set out in note 9.1. A summary of the Group's subsidiaries with material non-controlling interests is presented below.

Subsidiary	Principal place of business	Non-controlling interests	
		2023 Rm	2022 Restated ¹ Rm
MTN Nigeria	Nigeria	(195)	2 427
MTN Côte d'Ivoire	Côte d'Ivoire	1 252	1 087
MTN Sudan	Sudan	1 429	333
MTN Uganda	Uganda	921	800
MTN Ghana	Ghana	8 785	1 581
MTN Guinea-Conakry ²	Guinea-Conakry	(1 990)	(1 646)
Other		799	591
		11 001	5 173

¹ Restated, refer to note 11 for details on the restatement.

² MTN Guinea-Conakry is held for sale in the 2023 year Refer to note 9.4.2.2.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.5 Interest in subsidiaries (continued)

Summarised financial information of subsidiaries with material non-controlling interests

Set out below and on the next page is the summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. Unless otherwise stated, the Group's subsidiaries' countries of incorporation are also their principal places of operation. The summarised financial information presented is before intercompany eliminations.

	MTN Nigeria		MTN Côte d'Ivoire		MTN Sudan	
	2023	2022 Restated ¹	2023	2022	2023	2022
	Rm	Rm	Rm	Rm	Rm	Rm
% ownership interest held by non-controlling interests	23.73	24.31	33.17²	33.17 ²	15.00	15.00
Summarised statement of financial position						
Non-current assets	41 551	65 338	15 696	9 605	15 678	6 818
Current assets	20 105	29 327	5 658	4 502	2 168	2 460
Total assets	61 656	94 665	21 354	14 107	17 846	9 278
Non-current liabilities	23 865	40 380	7 909	2 618	4 804	3 766
Current liabilities	38 614	44 578	9 671	8 211	3 518	3 293
Total liabilities	62 479	84 958	17 580	10 829	8 322	7 059
Summarised income statement						
Revenue	74 270	77 260	10 302	8 918	6 525	6 665
Profit before tax	72	19 864	768	823	(2 716)	3 269
Income tax expense	(513)	(6 518)	(308)	(338)	(506)	(569)
(Loss)/profit after tax	(441)	13 346	460	485	(3 222)	2 700
(Loss)/profit attributable to non-controlling interests	(105)	3 236	153	161	(483)	405
Dividends attributable to non-controlling interests	2 477	2 590	111	119	-	-
Summarised statement of cash flows						
Net cash generated from operating activities	26 480	21 776	1 130	1 555	361	2 548
Net cash used in investing activities	(22 652)	(18 425)	(964)	(1 591)	(1 691)	(2 132)
Net cash (used in)/generated from financing activities	(93)	1 067	69	(105)	31	(1)
Net increase/(decrease) in cash and cash equivalents	3 735	4 418	97	(141)	(1 299)	415
Net cash and cash equivalents at the beginning of the year	12 931	9 828	537	668	803	378
Exchange (losses)/gains on cash and cash equivalents	(9 715)	(1 315)	66	10	1 173	10
Net cash and cash equivalents at the end of the year	6 951	12 931	700	537	677	803

¹ Restated, refer to note 11 for details on the restatement.

² The non-controlling interests hold 41.17% of the issued ordinary share capital of MTN Côte d'Ivoire. However, the effective ownership for accounting purposes is 33.17% due to outstanding funding provided by the Group to the non-controlling interests to acquire ordinary share capital in MTN Côte d'Ivoire.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

9 GROUP COMPOSITION (continued)

9.5 Interest in subsidiaries (continued)

Summarised financial information of subsidiaries with material non-controlling interests (continued)

	MTN Uganda		MTN Ghana	
	2023 Rm	2022 Rm	2023 Rm	2022 Rm
% ownership interest held by non-controlling interests	16.95	16.95	18.96	15.72
Summarised statement of financial position				
Non-current assets ¹	13 142	10 699	49 549	11 471
Current assets	9 491	7 480	32 579	24 109
Total assets	22 633	18 179	82 128	35 580
Non-current liabilities	6 016	4 834	7 102	3 437
Current liabilities	11 714	9 202	29 862	22 959
Total liabilities	17 730	14 036	36 964	26 396
Summarised income statement				
Revenue	13 184	10 126	22 556	18 031
Profit before tax	3 484	2 627	6 999	7 494
Income tax expense	(1 054)	(821)	(2 746)	(2 273)
Profit after tax	2 430	1 806	4 253	5 221
Profit attributable to non-controlling interests	412	306	806	821
Dividends attributable to non-controlling interests	226	171	648	390
Summarised statement of cash flows				
Net cash generated from operating activities	2 734	2 315	8 963	6 753
Net cash used in investing activities	(1 666)	(1 293)	(5 322)	(3 707)
Net cash used in financing activities	(906)	(925)	(1 333)	(1 375)
Net increase in cash and cash equivalents	162	97	2 308	1 671
Net cash and cash equivalents at the beginning of the year	878	805	2 550	2 514
Exchange gains/(losses) on cash and cash equivalents	112	(24)	(377)	(1 635)
Net cash and cash equivalents at the end of the year	1 152	878	4 481	2 550

¹ In addition to the assets included in the summarised financial information, R22 907 million (2022: R2 146 million) of goodwill is recognised in the Group statement of financial position in relation to MTN Ghana.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES

10.1 Related party transactions

Related party transactions constitute the transfer of resources, services or obligations between the Group and a party related to the Group, regardless of whether a price is charged. For the purposes of defining related party transactions with key management, key management has been defined as directors and the Group's Executive Committee and includes close members of their families and entities controlled or jointly controlled by these individuals.

	2023 Rm	2022 Rm
Key management compensation		
Salaries and other short-term employee benefits	109	93
Post-employment benefits	7	7
Share gains	100	140
Other benefits	13	8
Bonuses	59	77
Total	288	325

Details of directors' remuneration are disclosed in note 10.2 of the financial statements.

Subsidiaries

Details of investments in subsidiaries are disclosed in note 9.1 of the financial statements.

Changes in shareholding

Details of changes in shareholding are disclosed in note 9.4 of the financial statements.

Joint ventures and associates

Details of the Group's investments in and share of results and dividend income from its joint ventures and associates are disclosed in note 9.2 of the financial statements.

Details of transactions and balances with joint ventures and associates are set out below:

	Joint ventures		Associates	
	2023 Rm	2022 Rm	2023 Rm	2022 Rm
Balances outstanding at 31 December				
Loans receivable	3 152	5 009	-	-
Trade receivables	1 343	909	1	240
Trade payables	347	324	-	-
Transactions for the year ended 31 December				
Revenue generated	86	46	-	-
Expenses incurred	40	29	-	-
Interest income	101	56	2	1
Dividends declared	767	1 230	-	-

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.1 Related party transactions (continued)

	2023		2022	
	MTN Group Limited ¹ Rm	MTN Group Management Services Pty Ltd ² Rm	MTN Group Limited ¹ Rm	MTN Group Management Services Pty Ltd ² Rm
Balances with other related parties				
Trade and other payables	126	4 553	152	1 249
Loans receivable	-	1 100	-	1 100
Trade and other receivables	751	3 477	364	1 800
Transactions with other related parties				
Management fee income	-	63	-	66
Other income	-	13	-	68
Finance income	-	104	-	74
Management fee expense	-	3 391	379	4 106
Dividends received	6 500	-	5 700	-

¹ Holding company.

² Fellow subsidiary.

Shareholder

The shareholder of the company is MTN Group Limited.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.2 Emoluments, equity compensation and dealings in ordinary shares

Directors' emoluments and related payments

2023	Date appointed	Salaries R'000	Post-employment benefits R'000	Other benefits* R'000	Bonuses R'000	Sub-total R'000	Share gains** R'000	Total R'000
Executive directors								
RT Mupita	03/04/2017	17 627	846	1 286	13 981	33 740	29 075	62 815
TBL Molefe	01/04/2021	9 238	1 341	781	7 150	18 510	-	18 510
Total		26 865	2 187	2 067	21 131	52 250	29 075	81 325

* Includes medical aid, expense allowances and unemployment insurance fund.

** Pre-tax gains on equity-settled share-based payments.

2022	Date appointed	Salaries R'000	Post-employment benefits R'000	Other benefits* R'000	Bonuses R'000	Sub-total R'000	Share gains** R'000	Total R'000
Executive directors								
RT Mupita	03/04/2017	16 439	772	616	21 933	39 760	37 700	77 460
TBL Molefe	01/04/2021	8 149	1 123	374	10 169	19 815	-	19 815
Total		24 588	1 895	990	32 102	59 575	37 700	97 275

* Includes medical aid, expense allowances and unemployment insurance fund.

** Pre-tax gains on equity-settled share-based payments.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.2 Emoluments, equity compensation and dealings in ordinary shares (continued)

Directors' emoluments and related payments (continued)

	Date appointed	Retainer [#] R'000	Attendance [#] R'000	Special board R'000	Strategy session R'000	Ad hoc work R'000	Total R'000
2023							
Non-executive directors							
MH Jonas	01/06/2018	3 268	1 271	178	694	347	5 758
SN Mabaso-Koyana	01/09/2020	500	844	174	316	152	1 986
NP Gosa	01/04/2021	417	784	176	316	152	1 845
PB Hanratty [^]	01/08/2016	101	-	-	79	-	180
S Kheradpir ⁺	08/07/2015	1 863	1 230	160	605	151	4 009
NP Mageza ¹	16/01/2023	92	382	-	-	-	474
SP Miller ⁺	01/08/2016	1 744	1 293	160	605	303	4 105
KDK Mokhele	01/07/2018	635	869	106	405	97	2 112
CWN Molope	01/04/2021	417	751	79	316	79	1 642
N Newton-King ^{**}	01/01/2023	332	624	83	316	152	1 507
T Pennington ⁺	01/08/2022	1 931	1 576	271	605	303	4 686
VM Rague ⁺	01/07/2019	1 847	1 341	204	605	303	4 300
SLA M Sanusi ⁺	01/07/2019	1 744	1 334	179	605	303	4 165
NL Sowazi	01/08/2016	481	839	101	316	73	1 810
Total		15 372	13 138	1 871	5 783	2 415	38 579

⁺ Fees have been paid in euros.

[#] Retainer and attendance fees include fees for board and committee representation and meetings.

^{**} Appointed on 1 January 2023.

[^] Resigned on 30 April 2023.

¹ Appointed as an independent non-executive Chairman of MTN Group sourcing committee.

	Date appointed	Retainer [#] R'000	Attendance [#] R'000	Special board R'000	Strategy session R'000	Ad hoc work R'000	Total R'000
2022							
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 ^{**}	08/01/2022	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 2023.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.2 Emoluments, equity compensation and dealings in ordinary shares (continued)

Prescribed officers' emoluments and related payments

The designation as a prescribed officer is assessed annually. Accordingly, individuals can be assessed as, or cease to be, a prescribed officer in any given year.

	Salaries R'000	Post- employment benefits R'000	Other benefits [#] R'000	Bonuses R'000	Sub-total R'000	Share gains ^{**} R'000	Total R'000
2023							
Prescribed officers							
E Asante	12 634	1 774	6 325	10 506	31 239	18 645	49 884
C Molapisi	8 191	850	1 077	6 468	16 586	8 385	24 971
J Schulte-Bockum	11 909	1 216	681	12 058	25 864	28 176	54 040
K Toriola	10 466	1 466	3 033	8 380	23 345	15 729	39 074
Total	43 200	5 306	11 116	37 412	97 034	70 935	167 969

[#] Includes medical aid and unemployment insurance fund.

^{**} Pre-tax gains on equity-settled share-based payments.

	Salaries R'000	Post- employment benefits R'000	Other benefits [#] R'000	Bonuses R'000	Sub-total R'000	Share gains ^{**} R'000	Total R'000
2022							
Prescribed officers							
E Asante	11 312	1 548	2 374	8 823	24 057	27 520	51 577
C Molapisi	7 855	848	918	8 770	18 391	9 248	27 639
J Schulte-Bockum	11 025	1 149	686	15 112	27 972	42 882	70 854
K Toriola	10 441	1 296	3 368	12 496	27 601	22 596	50 197
Total	40 633	4 841	7 346	45 201	98 021	102 246	200 267

[#] Includes medical aid and unemployment insurance fund.

^{**} Pre-tax gains on equity-settled share-based payments.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.2 Emoluments, equity compensation and dealings in ordinary shares (continued)

Directors, prescribed officers and Company Secretary of the MTN Group Limited's shareholding and dealings in ordinary shares

	December 2023	December 2022	Beneficial
RT Mupita ¹	863 519	601 830	Direct
RT Mupita ²	680	680	Indirect
SN Mabaso-Koyana	744	744	Direct
SP Miller	7 500	7 500	Direct
J Schulte-Bockum	158 400	50 000	Direct
PT Sishubu-Bonoyi	11 889	2 201	Direct
C Molapisi	52 700	52 700	Direct
TBL Molefe	49 615	14 819	Direct
PB Hanratty*	20 000	20 000	Direct
T Pennington ²	14 090	-	Indirect
Total	1 179 137	750 474	

¹ Includes 402 268 shares (2022: 291 200) held in American Depository Receipt.

² Refers to the indirect holdings of associates.

* Resigned on 30 April 2023. Includes 20 000 (2022: 20 000) held in American Depository Receipt shares.

Subsequent to year end, up to and including 24 April 2024, director PSPs were settled and directors and their associates purchased shares which resulted in an increase in the following directors' beneficial interest in MTN Group:

	Number of Shares	Beneficial
RT Mupita	254 132	Direct
J Schute-Bockum	79 955	Direct
TBL Molefe	70 352	Direct
Total	404 439	

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.2 Emoluments, equity compensation and dealings in ordinary shares (continued)

Directors, prescribed officers, Company Secretary of the MTN Group Limited's shareholding relating to MTN Zakhele Futhi

Beneficiary	December 2023	December 2022	Beneficial
RT Mupita	33 562	33 562	Indirect
SN Mabaso-Koyana	50 000	50 000	Indirect
Total	83 562	83 562	

Subsequent to year end, up to and including 24 April 2024, there were no changes in the directors' beneficial interest in MTN Zakhele Futhi.

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.2 Emoluments, equity compensation and dealings in ordinary shares (continued)

Equity compensation benefits for executive directors, prescribed officers, Company Secretary of the MTN Group and directors of major subsidiaries in respect of the performance share plan

Award date	Vesting date	Number outstanding as at 31 December 2022	Awarded	Settled	Forfeited	Settlement date	Price on settlement R	Number outstanding as at 31 December 2023
RT Mupita								
20/12/2019	20/12/2022	67 000	-	67 000	-	20/04/2023	130.24	-
20/12/2019	20/12/2022	156 300	-	156 300	-	02/05/2023	130.24	-
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
28/12/2023	28/12/2026	-	321 077	-	-	-	-	321 077
Total		1 235 100	321 077	223 300	-	-	-	1 332 877
J Schulte-Bockum								
20/12/2019	20/12/2022	108 400	-	108 400	-	26/04/2023	130.24	-
20/12/2019	20/12/2022	108 000	-	108 000	-	18/04/2023	130.24	-
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
28/12/2023	28/12/2026	-	212 614	-	-	-	-	212 614
Total		824 400	212 614	216 400	-	-	-	820 614
PT Sishuba-Bonoyi								
20/12/2019	20/12/2022	17 112	-	17 112	-	24/05/2023	130.24	-
20/12/2019	20/12/2022	19 688	-	19 688	-	19/04/2023	130.24	-
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
28/12/2023	28/12/2026	-	32 412	-	-	-	-	32 412
Total		137 100	32 412	36 800	-	-	-	132 712

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

10 RELATED PARTIES (continued)

10.2 Emoluments, equity compensation and dealings in ordinary shares (continued)

Equity compensation benefits for executive directors, prescribed officers, Company Secretary of the MTN Group and directors of major subsidiaries in respect of the performance share plan (continued)

Award date	Vesting Date	Number outstanding as at 31 December 2022	Awarded	Settled	Forfeited	Settlement date	Price on settlement R	Number outstanding as at 31 December 2023
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
28/12/2023	28/12/2026	-	171 738	-	-	-	-	171 738
Total		356 600	171 738	-	-	-	-	528 338
E Asante								
20/12/2019	20/12/2022	143 200	-	143 200	-	17/04/2023	130.24	-
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
28/12/2023	28/12/2026	-	247 856	-	-	-	-	247 856
Total		547 400	247 856	143 200	-	-	-	652 056
K Toriola								
20/12/2019	20/12/2022	120 800	-	120 800	-	17/04/2023	130.24	-
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
28/12/2023	28/12/2026	-	108 375	-	-	-	-	108 375
Total		442 350	108 375	120 800	-	-	-	429 925
C Molapisi								
20/12/2019	20/12/2022	19 300	-	19 300	-	22/08/2023	130.24	-
20/12/2019	20/12/2022	45 100	-	45 100	-	22/08/2023	130.24	-
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
28/12/2023	28/12/2026	-	144 529	-	-	-	-	144 529
Total		363 900	144 529	64 400	-	-	-	444 029

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

11 PRIOR PERIOD ERROR

The Group adopted IFRS 16 *Leases* retrospectively from 1 January 2019, resulting in the recognition of right-of-use assets and lease liabilities. MTN Nigeria's leases include network infrastructure relating to tower space, of which the lease consideration comprises of a combination of Naira based lease payments and a portion of the lease consideration that is indexed to United States Dollars (US\$), but invoiced and paid in Naira.

MTN Nigeria identified that the US\$ portion of the lease liabilities has not been correctly remeasured for changes in exchange rates. As part of this review, MTN Nigeria also identified that significant changes in facts and circumstances relating to whether MTN Nigeria would exercise renewal options were not taken into account in determining the related lease term.

11.1 Quantification of prior period error

The restatement had no impact on cash flows. The impact of the restatement on the prior period results is as follows (all related notes and affected financial risk management disclosures will also be restated):

Income statement (extract)	Year ended 31 December 2022		
	As previously reported Rm	Restatement Rm	Restated Rm
Depreciation of right-of-use assets	(7 840)	33	(7 807)
Finance costs	(14 619)	367	(14 252)
Net foreign exchange loss	(5 006)	(1 007)	(6 013)
Profit before tax	40 547	(607)	39 940
Taxation	(17 029)	200	(16 829)
Profit after tax	23 518	(407)	23 111
Attributable to:			
Equity holders of the Company	18 594	(300)	18 294
Non-controlling interests	4 924	(107)	4 817

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

11 **PRIOR PERIOD ERROR** (continued)
11.1 **Quantification of prior period error** (continued)

Statement of comprehensive income (extract)	Year ended 31 December 2022		
	As previously reported Rm	Restatement Rm	Restated Rm
Profit for the year	23 518	(407)	23 111
Exchange differences arising on translating foreign operations including the effect of hyperinflation	(279)	70	(209)
(Losses)/gains arising during the year	(279)	70	(209)
Other comprehensive income for the year	(11 952)	70	(11 882)
Attributable to:			
Equity holders of the Company	(11 156)	53	(11 103)
Non-controlling interests	(796)	17	(779)
Total comprehensive income	11 566	(337)	11 229
Attributable to:			
Equity holders of the Company	7 438	(247)	7 191
Non-controlling interests	4 128	(90)	4 038

Mobile Telephone Networks Holdings Limited

Notes to the Group financial statements (continued)

for the year ended 31 December 2023

11 **PRIOR PERIOD ERROR** (continued)
11.1 **Quantification of prior period error** (continued)

Statement of financial position (extract)	31 December 2021		1 January 2022		31 December 2022	
	As previously reported Rm	Restatement Rm	Restated Rm	As previously reported Rm	Restatement Rm	Restated Rm
Non-current assets						
Right-of-use assets	42 957	(6 132)	36 825	50 625	(6 530)	44 095
Total assets	366 131	(6 132)	359 999	392 587	(6 530)	386 057
Total equity						
Retained profit	107 550	(2 095)	105 455	120 552	(2 395)	118 157
Other reserves	(3 828)	229	(3 599)	(11 521)	282	(11 239)
Equity attributable to owners of the company	109 763	(1 866)	107 897	115 072	(2 113)	112 959
Non-controlling interests	3 943	(501)	3 442	5 764	(591)	5 173
Total equity	113 706	(2 367)	111 339	120 836	(2 704)	118 132
Non-current liabilities						
Lease liabilities	41 409	(1 729)	39 680	52 473	(2 643)	49 830
Deferred tax	9 454	(1 166)	8 288	6 046	(1 332)	4 714
Current liabilities						
Lease liabilities	6 505	(870)	5 635	5 871	149	6 020
Total liabilities	252 425	(3 765)	248 660	271 751	(3 826)	267 925
Total equity and liabilities	366 131	(6 132)	359 999	392 587	(6 530)	386 057

Mobile Telephone Networks Holdings Limited

Company income statement

for the year ended 31 December 2023

	Note	2023 Rm	2022 Rm
Revenue	1	4 208	11 342
Other income/(expenses)	2	476	(208)
Operating expenses	3	(24)	(52)
Interest expense		(3 017)	(2 126)
Finance income	4	303	214
Finance cost	4	-	(244)
Fair value adjustment to current investment	10	(6)	40
Profit before tax		1 940	8 966
Income tax expense	5	(64)	(172)
Profit after tax and comprehensive income		1 876	8 794

Mobile Telephone Networks Holdings Limited

Company statement of financial position

as at 31 December 2023

	Note	2023 Rm	2022 Rm
ASSETS			
Non-current assets			
Investment in subsidiaries	6	8 714	8 190
Loans receivable	7	28 550	25 790
Current assets			
Loans receivable	7	30	30
Trade and other receivables	8	3 545	2 445
Insurance receivable	9	683	207
Taxation prepaid	17	16	16
Current investment	10	60	66
Cash and cash equivalents	11	3 253	10 668
Total assets		44 851	47 412
EQUITY			
Ordinary share capital and share premium	12	223	223
Retained earnings		7 070	11 694
Shareholder's loan	13	5 818	5 818
Total equity		13 111	17 735
LIABILITIES			
Non-current liabilities			
Borrowings	14	22 156	25 333
Current liabilities			
Payables	15	389	462
Financial guarantee contracts	19	1 066	774
Borrowings	14	8 129	3 108
Total liabilities		31 740	29 677
Total equity and liabilities		44 851	47 412

Mobile Telephone Networks Holdings Limited

Company statement of changes in equity

For the year ended 31 December 2023

	Ordinary share capital Rm	Share premium Rm	Retained earnings Rm	Shareholder's loan Rm	Total equity Rm
Balance at 1 January 2022	5	218	8 600	5 818	14 641
Other comprehensive income for the year	-	-	8 794	-	8 794
Dividends declared	-	-	(5 700)	-	(5 700)
Balance at 1 January 2023	5	218	11 694	5 818	17 735
Total comprehensive income	-	-	1 876	-	1 876
Transactions with shareholders					-
Dividends declared	-	-	(6 500)	-	(6 500)
Balance at 31 December 2023	5	218	7 070	5 818	13 111
Note	12	12		13	

Mobile Telephone Networks Holdings Limited

Company statement of cash flows

for the year ended 31 December 2023

	Note	2023 Rm	2022 Rm
CASH FLOWS GENERATED FROM OPERATING ACTIVITIES			
Cash (utilised)/generated from operations	16	(2 071)	1 283
Interest paid		(2 951)	(2 063)
Interest received		3 119	2 584
Income tax paid	17	(64)	(183)
Dividends received	1	1 002	8 700
Net cash generated from operating activities		(965)	10 321
CASH FLOWS UTILISED IN FINANCING ACTIVITIES			
Dividends paid		(6 500)	(5 700)
Net cash utilised in financing activities		(6 500)	(5 700)
Net increase in cash and cash equivalents		(7 465)	4 621
Exchange losses on cash and cash equivalents		50	(32)
Cash and cash equivalents at beginning of the year		10 668	6 079
Cash and cash equivalents at end of the year	11	3 253	10 668

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements

for the year ended 31 December 2023

1 Revenue

Revenue comprises dividend income and interest income on funds invested and on loans receivable. Dividend income is recognised when the right to receive payment is established. Interest income is recognised as it accrues using the effective interest method. Facility fee income forms an integral part of the effective interest rate of a financial instrument and is recognised as an adjustment to the effective interest rate and recorded in interest income.

	2023 Rm	2022 Rm
Dividend income - other revenue	1 003	8 700
Interest income	3 205	2 642
	4 208	11 342

2 Other expenses

Other expenses comprises changes in amounts recoverable under insurance contracts (note 9).

	2023 Rm	2022 Rm
Increase/(decrease) in insurance receivable	476	(208)
	476	(208)

3 Operating expenses

The following disclosable items have been included in arriving at operating expense:

	2023 Rm	2022 Rm
Auditor's remuneration	(5)	(4)
Audit fees	(5)	(4)
Audit expenses	*	*

*Amounts less than R1 million.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

4 Finance income and finance cost

Finance income

Finance income comprises amortisation of financial guarantee contracts, net gain on remeasurement of financial guarantee contracts and net foreign exchange gains that are recognised in profit or loss.

Finance cost

Finance costs comprise net foreign exchange losses and net losses on remeasurement of financial guarantees.

	2023 Rm	2022 Rm
Finance income		
Amortisation of financial guarantee contracts	294	214
Net foreign exchange gains	9	-
	303	214
Finance cost		
Net foreign exchange losses	-	(75)
Loss on remeasurement of financial guarantees	-	(169)
	-	(244)

5 Income tax expense

Refer to note 3.1 of the Group financial statements for the applicable accounting policy.

	2023 Rm	2022 Rm
Income tax expense		
Current tax	(64)	(172)
Current year	(64)	(173)
Prior year under provision	-	1
Deferred tax - current year	-	-
	(64)	(172)

Tax rate reconciliation

The charge for the year can be reconciled to the effective rate of taxation in South Africa as follows:

	2023 %	2022 %
Statutory tax rate	27.0	28.0
Income not subject to tax ¹	(17.0)	(28.0)
Prior year under provision	*	*
Expense not tax deductible	(6.7)	1.9
Effective tax rate	3.3	1.9

¹ The majority of the exempt income relates to dividend received.

* Below 0.1%.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

6 Investment in subsidiaries

Subsidiaries are all entities (including structured entities) controlled by the Company. Control exists when the Company is exposed to, or has rights to, variable returns from the involvement with the entity and has the ability to affect those returns through its power over the entity. The Company has power over an entity when it has existing rights that give it the current ability to direct the relevant activities that significantly affect the entity's returns. The Company accounts for investments in subsidiaries at cost less accumulated impairment losses. Interest free loans owing to the Company by its subsidiaries, with no payment terms are included in the cost of the investment.

	Country of incorporation	2023 Rm	2022 Rm
10 000 shares (100%) in Mobile Telephone Networks Proprietary Limited - at cost	South Africa	121	121
61 000 shares (100%) in MTN Business Solutions Proprietary Limited - at cost	South Africa	2 372	2 372
100 000 shares (100%) in iTalk Cellular Proprietary Limited - at cost		360	360
Share incentive loan ¹		59	59
Net interest in subsidiary		2 912	2 912
1 000 shares (100%) in MTN International Proprietary Limited - at cost ²	South Africa	4 397	3 873
Loan owing by subsidiary ¹		1 379	1 379
Net interest in subsidiary		5 776	5 252
1 000 shares (100%) in MTN Network Solutions Proprietary Limited - at cost	South Africa	*	*
Loan owing by subsidiary ²		25	25
Net interest in subsidiary		25	25
1 share (100%) in Windup Co Proprietary Limited - at cost	South Africa	*	*
1 share (100%) in MTN Propco Proprietary Limited - at cost	South Africa	*	*
100% Investment in Simfy Africa (Pty) Limited - at cost	South Africa	1	1
1000 shares (100%) in MTN Group Fintech (Pty) Ltd	South Africa	*	-
Total interest in subsidiary companies		8 714	8 190

¹ These loans are interest free, South African rand denominated and have no fixed repayment terms.

² The cost of the investment includes a capital contribution relating to the company providing a financial guarantee for the subsidiary without charging a guarantee fee, refer to note 19 for details of financial guarantees.

* Amounts less than R1 million.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

7 Loans receivable

Refer to note 7.1 of the Group financial statements for the applicable accounting policy.

	2023 Rm	2022 Rm
Non-current portion	28 550	25 790
Current portion	30	30
	28 580	25 820

Loan receivables consist of loans to Mobile Telephone Networks Proprietary Limited, MTN Group Management Services Proprietary Limited and MTN Zakhele Futhi (RF) Limited.

The loan to Mobile Telephone Networks Proprietary Limited consists of three (2022: three) facilities to the amount of R36 billion (2022: R36 billion). Facility A consists of a loan of R17.5 billion (2022: R17.5 billion), bearing interest at a fixed rate of 9.7% (2022: fixed rate 9.7%). Facility B consists of a loan of R17.5 billion (2022: R17.5 billion) bearing interest at a variable rate of JIBAR plus 2.4% (2022: JIBAR plus 2.4%). Facility C consists of a loan of R1 billion, bearing interest at a variable rate of JIBAR plus 2.45% (2022: JIBAR plus 2.45%). These facilities have a final maturity of 31 July 2026. The loan is unsecured. The amount undrawn for Facility A and Facility B as at 31 December 2023 is R5.77 billion (2022: R9.39 billion) and R1.95 billion (2022: R667 million) respectively and Facility C remains undrawn.

The loan to MTN Group Management Services Proprietary Limited of R2.1 billion (2022: R2.1 billion) bears interest at JIBAR plus 1.6% payable quarterly and has a final maturity of 30 November 2024. The loan is unsecured. The amount undrawn as at 31 December 2023 is R1 billion (2022: R1 billion).

The loan to MTN Group Fintech Holding of R500 million bears interest at JIBAR plus 2.4% payable semi-annually and has a final maturity date of 30 November 2025. The loan is unsecured. The amount undrawn as at 31 December 2023 is R120 million.

Refer to note 18 for details of outstanding balances from related parties.

The recoverability of the loans was assessed at the reporting date, refer to note 20.3 for expected credit losses. In 2023, no expected credit losses were recognised in profit and loss (2022: R44 million).

8 Trade and other receivables

Refer to note 4.2 of the Group financial statements for the applicable accounting policy.

	2023 Rm	2022 Rm
Amounts due from related parties ¹	3 252	652
Sundry debtors and other receivables ¹	293	1 793
	3 545	2 445

¹ The Company settled the vested performance share plan (PSP) share based payment liability on behalf of the entities within the Group (mainly relating to MTN Management Services Proprietary Limited and Mobile Telephone Networks Proprietary Limited) in the current and prior years. The related amounts owing to the Company were previously included in Sundry debtors and other receivables but has been moved to Amounts due from related parties subsequent to the Company invoicing the relevant entities. This amount has increased in the current year due to the Company settling further PSP options during 2023.

The Company does not hold any collateral for receivables. The Company's exposure to credit and currency risk relating to receivables is disclosed in note 20.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

9 Insurance receivable

The Company accounts for its investment in Cell no. 79 of Guardrisk Insurance Company Limited as an insurance receivable in terms of IFRS 17 Insurance contracts. The insurance receivable is measured at the amount recoverable or due in terms of the shareholder's agreement.

	2023 Rm	2022 Rm
Opening balance	207	415
Increase/(decrease) in insurance receivable (note 2)	476	(208)
Closing balance	683	207

The Company has subscribed for 25 "A" ordinary shares of R1 each equal to 100% of the shareholding in Cell no. 79 of Guardrisk Insurance Company Limited (Guardrisk) for an amount of R25. Guardrisk is a specialised short-term insurance business. It provides its shareholders with the opportunity to be members of a licensed insurance company on the basis that each member owns a specific class of shares in Guardrisk. This entitles each shareholder to participate in the profit or loss from the insurance business conducted by Guardrisk in respect of risks each shareholder requires to be insured and Guardrisk has agreed to insure. The Company is obliged to maintain a solvency ratio of 25%. The solvency ratio is the gross premium income less premiums in respect of approved reinsurance of the cell expressed as a percentage of shareholders' funds of the cell. The Company maintained a solvency ratio in the current year of 316:683 (46%) (2022: 87:207 (42%)).

Mobile Telephone Network Proprietary Limited insures its corporate trade receivables in Cell no. 79. The maximum amount which could be claimed from Cell no. 79 is limited to shareholder's funds plus the amount of any payments actually received by Guardrisk from any reinsurance contract.

Risk management is carried out under policies approved by the Board of Directors of the Company. The Board provides written principles for overall risk management. The Company's maximum exposure to credit risk is represented by the carrying amount of the insurance receivable. Guardrisk has a Ba2 (2022: Ba2) claims paying ability rating.

There was no impairment loss recognised in the current and prior year relating to the insurance receivable.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

9 Insurance receivable (continued)

Summarised statement of financial position of Cell no. 79

	2023 Rm	2022 Rm
Assets		
Non-current assets	11	11
Investments	11	11
Current assets	726	481
Trade and other receivables	30	24
Cash and cash equivalents	696	457
Total assets	737	492
Equity		
Ordinary share capital and share premium	*	*
Retained earnings	683	207
Total shareholder's equity	683	207
Liabilities		
Current liabilities	54	285
Trade and other payables	13	234
Provisions	37	51
Deferred tax liability	4	*
Total liabilities	54	285
Total equity and liabilities	737	492

*Amounts less than R1 million.

Summarised statement of comprehensive income of Cell no. 79

	2023 Rm	2022 Rm
Insurance premiums	316	87
Net insurance premiums	316	87
Investment income	46	15
Total revenue	362	102
Movements in claims under insurance contracts	119	(263)
Other expense/decrease in provisions	(5)	(1)
Other expenses	-	(46)
Loss before tax	476	(208)
Income tax expense	-	*
Loss and total comprehensive income	476	(208)

*Amounts less than R1 million.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

10 Current investment

Current investments consist of financial assets held at fair value through profit or loss that are accounted for in accordance with the accounting policy disclosed in note 7.1 of the Group financial statements.

	2023 Rm	2022 Rm
518 089 (2022: 518 089) shares in MTN Group Limited	60	66

The Company is directly held by MTN Group Limited. The Company sold no shares in 2023 (2022: 2 257 837 shares) to MTN Group Limited to settle employee share rights.

The MTN Group Limited's share price at the reporting date was R115.50 (2022: R127.30).

Reconciliation of current investment at fair value:

	2023 Rm	2022 Rm
Balance at the beginning of the year	66	474
Shares sold	-	(448)
Fair value (loss)/gain	(6)	40
Balance at the end of the year	60	66

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

11 Cash and cash equivalents

Refer to note 4.4 of the Group financial statements for the applicable accounting policy.

For purpose of the statement of cash flows, cash and cash equivalents comprises the following:

	2023 Rm	2022 Rm
Cash at bank	3 253	10 668

The Company's exposure to interest rate risk, credit risk and foreign currency risk for the related cash and cash equivalents is disclosed in note 20.

12 Ordinary share capital and share premium

Refer to note 8.1 of the Group financial statements for the applicable accounting policy.

	2023 Rm	2022 Rm
Ordinary share capital		
Authorised share capital		
1 500 million ordinary shares of 1 cent each	15	15
Issued share capital		
Issued and fully paid-up share capital 525 757 682 (2021: 525 757 682) ordinary shares of 1 cent each	5	5
Share premium		
Balance at beginning and end of the year	218	218
Total ordinary shares and share premium	223	223

The unissued ordinary shares are the subject of a general authority granted to the directors in terms of section 38 of the Companies Act until the forthcoming annual general meeting.

13 Shareholder's loan

	2023 Rm	2022 Rm
MTN Group Limited	5 818	5 818

The loan is unsecured and interest-free and repayable at the election of the Company. As a result, the shareholder's loan is classified as equity.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

14 Borrowings

Refer to note 6.1 of the Group financial statements for the applicable accounting policy.

Details of the Company's significant borrowings are provided below:

Denominated currency	Nominal interest (%) [*]	Interest payment	Final maturity	2023 Rm	2022 Rm
				30 285	28 441
ZAR ^{2.4}	9.0	Quarterly	June 2023	-	604
ZAR ^{2.4}	10.4	Quarterly	June 2025	907	906
ZAR ^{2.3}	9.5	Quarterly	February 2023	-	1 007
ZAR ^{1.2}	11.0	Quarterly	June 2025	5 257	5 252
ZAR ^{2.4}	10.1	Quarterly	March 2025	403	402
ZAR ^{2.4}	10.3	Quarterly	September 2026	1 208	1 208
ZAR ^{2.4}	10.1	Quarterly	May 2024	507	506
ZAR ^{2.4}	10.0	Quarterly	May 2024	504	504
ZAR ^{2.4}	10.3	Quarterly	May 2026	574	574
ZAR ^{2.3}	10.7	Quarterly	June 2024	2 023	2 018
ZAR ^{2.3}	10.9	Quarterly	June 2024	2 001	1 999
ZAR ^{2.3}	10.6	Quarterly	June 2024	1 535	1 524
ZAR ^{2.4}	10.5	Quarterly	October 2024	1 041	1 037
ZAR ^{2.4}	9.8	Quarterly	June 2023	-	851
ZAR ^{2.4}	11.3	Quarterly	January 2026	163	163
ZAR ^{2.4}	8.3	Semi-annual	January 2026	931	932
ZAR ^{2.4}	9.0	Quarterly	July 2023	-	447
ZAR ^{2.4}	10.0	Quarterly	June 2024	357	357
ZAR ^{2.4}	10.5	Quarterly	June 2026	944	944
ZAR ^{2.4}	10.8	Quarterly	June 2028	739	739
ZAR ^{2.4}	9.9	Quarterly	March 2025	322	322
ZAR ^{2.4}	10.2	Quarterly	March 2027	1 399	1 400
ZAR ^{2.4}	10.6	Quarterly	September 2028	587	588
ZAR ^{2.4}	9.8	Quarterly	September 2025	543	542
ZAR ^{2.4}	10.1	Quarterly	September 2027	1 046	1 046
ZAR ^{2.4}	10.4	Quarterly	September 2029	989	989
ZAR ^{2.4}	10.1	Quarterly	November 2027	714	713
ZAR ^{2.4}	10.3	Quarterly	November 2029	869	867
ZAR ^{2.4}	9.8	Quarterly	June 2026	367	-
ZAR ^{2.4}	10.0	Quarterly	June 2028	604	-
ZAR ^{2.4}	10.3	Quarterly	June 2030	1 030	-
ZAR ^{2.4}	9.7	Quarterly	September 2026	251	-
ZAR ^{2.4}	10.0	Quarterly	September 2028	351	-
ZAR ^{2.4}	10.2	Quarterly	September 2030	401	-
ZAR ^{2.3}	10.1	Quarterly	December 2027	504	-
ZAR ^{2.3}	10.2	Quarterly	December 2027	707	-
ZAR ^{2.3}	10.2	Quarterly	December 2027	507	-

¹ Syndicated term loan facility

² Variable interest rate

³ Bilateral term loan facility

⁴ Domestic medium-term notes

⁵ Fixed interest rate

* Contractual interest rates on loans as at 31 December 2023.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

14 Borrowings (continued)

The maturity of the above loans is as follows:

	2023 Rm	2022 Rm
Current	8 129	3 108
Non-current	22 156	25 333
	30 285	28 441

MTN Group Limited along with certain of its subsidiaries have provided cross guarantees for the borrowings of the Company.

An amount of R44 598 million (2022: R56 058 million) undrawn debt facilities is available for use by others (including MTN Holdings) in the MTN Group.

The Company is entitled to R30 439 million (2022: R34 749 million) of the total undrawn debt facilities as the sole principal borrower in the MTN Group structure with regards to all the debt facilities that have been made available to the MTN Group by the financial institutions.

15 Payables

Refer to notes 4.5 of the Group financial statements for the applicable accounting policy.

	2023 Rm	2022 Rm
Amounts due to related parties	382	400
Accrued expenses and other payables	7	62
	389	462

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

16 Cash generated from operations

	2023 Rm	2022 Rm
Profit before tax	1 940	8 966
<i>Adjusted for:</i>		
Finance income (note 4)	(303)	(214)
Interest income (note 1)	(3 205)	(2 642)
Interest expense	3 017	2 126
Fair value adjustment (note 11)	6	(40)
Finance cost (note 4)	-	244
(Increase)/decrease insurance receivable (note 2)	(476)	208
Dividends received (note 1)	(1 003)	(8 700)
	(24)	(52)
Changes in capital:	(2 047)	1 335
(Increase) in receivables	(1 015)	(827)
Decrease in payables	(106)	(19)
(Increase)/decrease in loans receivable	(2 728)	2 880
Increase/(decrease) in borrowings	1 802	(699)
	(2 071)	1 283

17 Income tax paid

	2023 Rm	2022 Rm
Opening balance	16	5
Amounts recognised in profit or loss (note 5)	(64)	(172)
Closing balance	(16)	16
Total tax paid	(64)	(183)

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

18 Related party transactions

Related party transactions constitute the transfer of resources, services or obligations between the Company and a related party of the Company, regardless of whether a price is charged.

The Company is controlled by MTN Group Limited which owns 100% of the Company's shares. The Company has related party relationships with subsidiaries, associates and joint ventures of MTN Group Limited.

The following is a summary of significant transactions between the Company and related parties during the financial year:

	2023 Rm	2022 Rm
Interest income	2 876	2 304
Mobile Telephone Networks Proprietary Limited ¹	2 773	2 228
MTN Zakhele Futhi (RF) Limited ²	-	2
MTN Group Management Services Proprietary Limited ²	103	74
Facility fees income		
Mobile Telephone Networks Proprietary Limited ¹	33	32
Dividend income	1 002	8 700
Mobile Telephone Networks Proprietary Limited ¹	1 000	4 000
MTN International Proprietary Limited ¹	-	4 700
MTN Group Limited ³	2	-
Dividends paid		
MTN Group Limited ³	6 500	5 700
Intercompany receivables	3 252	653
MTN Group Management Services Proprietary Limited ²	1 238	26
Mobile Telephone Networks Proprietary Limited ¹	1 584	443
Simfy Africa Proprietary Limited ¹	179	172
MTN Group Limited ³	11	10
MTN Nigeria Communications Plc ²	63	1
MTN Rwandacell S.A.R.L ²	9	-
MTN Cote d'Ivoire SA ²	5	-
MTN Zambia Limited ²	5	-
Spacotel Benin S.A (MTN Benin) ²	7	-
Spacotel Guinea-Bissau SA (MTN Guinea-Bissau) ²	11	-
Areeba Guinea S.A (MTN Guinea-Conakry) ²	16	-
MTN Dubai Ltd ³	38	-
MTN Group Fintech ¹	24	-
Scancom PLC (MTN Ghana) ²	6	-
MTN Sudan Co Ltd ²	11	-
MTN South Sudan Co Ltd ²	5	-
Lonestar Communications Corp (MTN Liberia) ²	2	-
MTN GlobalConnect Solutions Limited (Bayobab) ²	36	-
Other	2	1

¹ Subsidiary of the Company

² Fellow subsidiary of MTN Group Limited

³ Holding Company

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

18 Related party transactions (continued)

	2023 Rm	2022 Rm
Intercompany payables	382	400
MTN Group Limited ³	89	90
MTN International Proprietary Limited ¹	283	229
Mobile Telephone Networks Proprietary Limited ¹	-	47
MTN Group Management Services Proprietary Limited ²	2	32
MTN PROPCO (Pty) Limited	8	1
Other	-	-
Share incentive loans		
Mobile Telephone Networks Proprietary Limited ¹	59	59
Shareholders loans	1 404	1 404
MTN International Proprietary Limited ¹	1 379	1 379
MTN Network Solutions Proprietary Limited ¹	25	25
Long-term loans to related parties	28 580	25 820
Mobile Telephone Networks Proprietary Limited ¹	27 100	24 720
MTN Group Fintech Holding ¹	380	-
MTN Group Management Services Proprietary Limited ²	1 100	1 100
Long-term loans from related parties, classified as part of equity		
MTN Group Limited ³	5 818	5 818

¹ Subsidiary of the Company

² Fellow subsidiary of MTN Group Limited

³ Holding Company

19 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of:

- The expected credit loss (ECL) in accordance with IFRS 9; or
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with IFRS 15.

The ECLs are a probability weighted estimate of credit losses (the cash shortfalls) over the expected life of the guarantee. Accordingly, the cash shortfalls are the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Company expects to receive from the holder, debtor or any other party.

Where guarantees in relation to loans to related parties are provided for no compensation, the fair values are accounted for as capital contributions and recognised as part of the cost of the investment.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

19 Financial guarantee contracts (continued)

	Face value		Drawn down balance ¹	
	2023 Rm	2022 Rm	2023 Rm	2022 Rm
Bond guarantees				
US\$ senior unsecured notes	10 905	16 198	11 029	16 336
Syndicated and other loan facilities				
US\$ revolving-credit-facility	-	21 309	-	-
	10 905	37 507	11 029	16 336

¹ Includes interest accrued.

The Company, together with subsidiaries in the Group guaranteed senior unsecured notes issued by MTN (Mauritius) Investments Limited on the Irish Stock Exchange amounting to US\$593 million (2022: US\$950 million). A financial liability was recognised at the fair value of the guarantees issued. A fee was not charged by the Company providing the guarantee and therefore the benefit provided by the Company to its subsidiary was recognised as a capital contribution.

MTN Group Limited's credit rating (which is deemed the same as that of the Group) as determined by Standard and Poor (S&P) has been used to assess whether there has been a significant increase in credit risk in relation to the financial guarantees issued over the senior unsecured notes of MTN (Mauritius) Investments Limited. Following the downgrade in the Group's credit rating by S&P during the 2021 financial year (BB+ to BB-), it was determined that use of lifetime ECL for these debt instruments was appropriate as they were entered into prior to the downgrade. This assessment remained unchanged for the 2023 financial year.

The following formula was used to determine the ECL: Exposure at Default x Probability of Default (PD) x Loss Given Default (LGD) x discount rate. PDs have been determined with reference to Refinitiv's Telecoms BB credit default swap (CDS) spreads adjusted to firstly BB-, being the Group's current credit rating by S&P, and then further for the difference in credit risk between the Group and MTN (Mauritius) Investments Limited. CDS's are forward looking and considered reflective of markets view on future potential losses and therefore default probabilities. The LGD specific to the Group was determined based on the S&P Ratings report dated 22 October 2022 at 35% (2022: 35%). The original effective interest rate of the underlying borrowing is used as the discount rate.

As at 31 December 2022, the Company, together with subsidiaries in the Group guaranteed US\$ revolving credit facilities with Citibank amounting to US\$1 250 million. During 2023, the US\$ revolving credit facility was closed out.

At 31 December 2023, the financial guarantees over the debt instruments of MTN (Mauritius) Investments Limited were measured at the carrying amount and no remeasurements (2022: R169 million) have been recognised in profit or loss.

The Company's financial liability relating to financial guarantee contracts amounts to R1 066 million (2022: R774 million) and R294 million (2022: 214 million) was amortised to profit or loss for the year.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments

Refer to note 7.1 of the Group financial statements for the applicable accounting policy.

20.1 Categories of financial instruments

	Assets at amortised cost	Fair value through profit or loss ¹	Liabilities at amortised cost	Total carrying amount	Fair value ²
	Rm	Rm	Rm	Rm	Rm
2023					
Non-current financial assets					
Loans receivable	28 549	-	-	28 549	35 387
Current financial assets					
Trade and other receivables	3 545	-	-	3 545	3 545
Loans receivable	30	-	-	30	30
Current investments	-	60	-	60	60
Bank and cash	3 253	-	-	3 253	3 253
	35 377	60	-	35 437	42 275
Non-current financial liabilities					
Borrowings	-	-	22 156	22 156	22 168
Current financial liabilities					
Payables	-	-	389	389	389
Financial guarantee	-	-	1066	1066	755
Borrowings	-	-	8 129	8 129	7 888
	-	-	31 740	31 740	31 200

¹ All financial instruments at fair value through profit or loss are held for trading.

² Where a financial instrument's carrying amount is the same as its fair value, the carrying amount approximates its fair value.

	Assets at amortised cost	Fair value through profit or loss ¹	Liabilities at amortised cost	Total carrying amount	Fair value ²
	Rm	Rm	Rm	Rm	Rm
2022					
Non-current financial assets					
Loans receivable	25 790	-	-	25 790	30 692
Current financial assets					
Trade and other receivables	2 445	-	-	2 445	2 445
Loans receivable	30	-	-	30	30
Current investments	-	66	-	66	66
Bank and cash	10 668	-	-	10 668	10 668
	38 933	66	-	38 999	43 901
Non-current financial liabilities					
Borrowings	-	-	25 333	25 333	25 097
Current financial liabilities					
Payables	-	-	462	462	462
Financial guarantee contracts	-	-	774	774	580
Borrowings	-	-	3 108	3 108	2 943
	-	-	29 677	29 677	29 082

¹ All financial instruments at fair value through profit or loss are held for trading.

² Where a financial instrument's carrying amount is the same as its fair value, the carrying amount approximates its fair value.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.2 Fair value estimation

Refer to note 7.1 of the Group financial statements for the applicable accounting policy.

The following table represents the Company's fair value measurement hierarchy of the Company's assets and liabilities:

	Level 1 Rm	Level 2 Rm	Level 3 Rm	Total Rm
2023				
Assets				
Loans receivable	-	-	35 387	35 387
Current investments	60	-	-	60
	60	-	35 387	35 447
Liabilities				
Financial guarantee contracts	-	-	755	755
Listed borrowings	-	17 447	-	17 447
Unlisted borrowings	-	-	12 609	12 609
	-	17 447	13 364	30 811
	Level 1 Rm	Level 2 Rm	Level 3 Rm	Total Rm
2022				
Assets				
Loans receivable	-	-	30 692	30 692
Current investments	66	-	-	66
	66	-	30 692	30 758
Liabilities				
Financial guarantee contracts	-	-	580	580
Listed borrowings	-	16 681	-	16 681
Unlisted borrowings	-	-	11 359	11 359
	-	16 681	11 939	28 620

Valuation methods and assumptions

The following methods and assumptions were used to estimate the fair values:

Current investments-Quoted ordinary shares - The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.2 Fair value estimation (continued)

Valuation methods and assumptions (continued)

Financial guarantee contracts: The fair value of the financial guarantee contract is determined using the discounted cash flow method. The valuation requires management to make certain assumptions about the model inputs, which include the probability of default and the maximum recovery amount and interest rate curve.

Loans receivable – The fair value of loans receivable is determined using the discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, which include the interest rate curves.

Financial liabilities at amortised cost - The listed long term fixed interest rate senior unsecured notes in issue with a carrying amount of R17 611 million (2022: R16 501 million) have a fair value of R17 447 million (2022: R16 681 million) at 31 December 2023. The fair value of this instrument is determined by reference to published market values on the relevant exchange. This instrument is classified as level two of the fair value hierarchy due to lack of sufficient trade activity in the bond market. The fair value of the remaining borrowings is determined using the discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, which include the interest rate curves.

20.3 Credit risk

Refer to note 7.1 of the Group financial statements for the applicable accounting policy.

Exposure to credit risk

The Company considers its maximum exposure per class, without taking into account any collateral and financial guarantees, to be as follows:

	2023 Rm	2022 Rm
Financial guarantee contracts	11 029	16 336
Loans receivable	28 580	25 820
Trade and other receivables	3 545	2 445
Cash and cash equivalents	3 253	10 668
	46 407	55 269

The following instruments give rise to credit risk:

Financial guarantees

Details of the financial guarantees are included in note 19; the probability of default based on management's estimate is low.

Loan receivables

Loan receivable and receivables are mostly due from entities within the Group. The aging of the receivables is predominantly current. Loan receivables are within terms and conditions.

Details of the loan receivable balances are included in note 7. Details of the expected credit losses on the loan receivable balances have been determined as follows:

	2023 Rm	2022 Rm
Gross balance	28 683	25 923
Expected credit loss allowance	(103)	(103)
	28 580	25 820

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.3 Credit risk (continued)

Loan receivables

Simplified parameter-based approach

The ECL is calculated using a formula incorporating the following parameters: Exposure at Default (EAD), Probability of Default (PD), Loss Given Default (LGD) discounted using the Effective Interest Rate (EIR) (i.e. $PD \times LGD \times EAD = ECL$). The exposures are separated by the related party to which the loan receivable balance relates to. This is done to allow for risk differentiation.

The loan receivable balances were considered to have low credit risk because the related parties have strong financial positions and performances and have been able to maintain all repayments in addition to paying dividends, where applicable. This indicates that the related parties have strong capacity to meet their contractual cash flow obligations. This is despite any adverse changes in the economy such as the deteriorated gross domestic product growth and credit downgrades in South Africa. Management has thus considered these factors and have not noted a significant increase in credit risk since the inception of the contracts and as such, 12-month expected credit losses were recognised.

Cash and cash equivalents

MTN Group Limited's Treasury Committee (which is the same as the Group treasury committee) determines appropriate internal credit limits for each counterparty. In determining these limits, the Group considers the counterparty's credit rating established by an accredited ratings agency and performs internal risk assessments. The Group manages the Company's exposure to a single counterparty by spreading transactions among approved financial institutions. The Group Treasury Committee regularly reviews and monitors the Company's credit exposure.

The Company holds its cash balances in financial institutions with a rating range of AA+ to AA. Given this credit rating, management does not expect any counterparty to fail to meet its obligations.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.3 Credit risk (continued)

Receivables

Ageing and impairment analysis

	2023	2023	2023	2022	2022	2022
	Rm	Rm	Rm	Rm	Rm	Rm
	Gross	Impaired	Net	Gross	Impaired	Net
Fully performing receivables	293	-	293	209	-	209
Sundry debtors	284	-	284	-	-	-
Other receivables	9	-	9	209	-	209
Past due other receivables	3 252	-	3 252	2 236	-	2 236
Sundry debtors	-	-	-	1 794	-	1 794
9 to 12 months	-	-	-	1 794	-	1 794
Other receivables	3 252	-	3 252	442	-	442
0 to 3 months	1 255	-	1 255	-	-	-
3 to 6 months	661	-	661	-	-	-
6 to 9 months	767	-	767	-	-	-
9 to 12 months	569	-	569	442	-	442
	3 545	-	3 545	2 445	-	2 445

20.4 Liquidity risk

Refer to note 7.1 of the Group financial statements for an explanation on liquidity risk and how it is managed.

The following liquid resources are available:

	2023	2022
	Rm	Rm
Other receivables	3 545	2 445
Current investments	60	66
Cash and cash equivalents	3 253	10 668
	6 858	13 179

The Company's undrawn borrowing facilities are disclosed in note 14.

The operations of the entity will be funded from operating cash flows, the existing borrowing facilities, and where necessary by raising additional borrowings.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.4 Liquidity risk (continued)

The following are the undiscounted contractual cash flows of financial liabilities:

	Carrying amount Rm	Total Rm	Within 1 year Rm	More than 1 year not exceeding 2 years Rm	More than 2 years not exceeding 5 years Rm	More than 5 years Rm
2023						
Non-current liabilities						
Borrowings	22 156	29 442	2 590	1 925	10 353	14 574
Current liabilities						
Payables	389	389	389	-	-	-
Borrowings	8 129	8 129	8 129	-	-	-
Financial guarantee contracts	1 066	11 029	11 029	-	-	-
	31 740	48 989	22 137	1 925	10 353	14 574

	Carrying amount Rm	Total Rm	Within 1 year Rm	More than 1 year not exceeding 2 years Rm	More than 2 years not exceeding 5 years Rm	More than 5 years Rm
2022						
Non-current liabilities						
Borrowings	25 333	32 388	2 337	9 839	15 977	4 235
Current liabilities						
Payables	462	462	462	-	-	-
Borrowings	3 108	3 188	3 188	-	-	-
Financial guarantee contracts	774	16 336	16 336	-	-	-
	29 677	52 374	22 323	9 839	15 977	4 235

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.5 Market risk

20.5.1 Interest rate risk

Refer to note 7.1 of the Group financial statements for an explanation on interest rate risk and how it is managed.

Profile

At the reporting date, the interest rate profile of the Company's interest-bearing financial instruments was:

	2023			2022		
	Fixed rate Rm	Variable rate Rm	No interest Rm	Fixed rate Rm	Variable rate Rm	No interest Rm
Financial assets						
Non-current financial assets						
Loans receivable	11 748	16 802	-	8 130	17 660	-
Current financial assets						
Loans receivable	12	18	-	12	18	-
Trade and other receivables	-	3 252	293	-	652	1 795
Cash and cash equivalents	-	3 253	-	-	10 668	-
Current investments	-	-	60	-	-	66
	11 760	23 325	353	8 142	28 998	1 861
Financial liabilities						
Non-current financial liabilities						
Borrowings	-	22 156	-	-	25 333	-
Current financial liabilities						
Payables	-	389	-	-	462	-
Borrowings	-	8 129	-	-	3 108	-
	-	30 674	-	-	28 903	-

Sensitivity analysis

The Company has used a sensitivity analysis technique that measures the estimated change to profit or loss of an instantaneous increase or decrease of 1% (100 basis points) in market interest rates, from the rate applicable at 31 December, for each class of financial instrument with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice market rates rarely change in isolation.

The Company is mainly exposed to fluctuations in the following market interest rates: JIBAR, prime and LIBOR rates. Changes in market interest rates affect the interest income or expense of floating rate financial instruments. Changes in market interest rates only affect profit or loss in relation to financial instruments with fixed interest rates if these financial instruments are subsequently measured at their fair value. A change in the above market interest rates at the reporting date would have increased/(decreased) profit before tax by the amounts shown below.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.5 Market risk (continued)

20.5.1 Interest rate risk (continued)

Sensitivity analysis (continued)

The analysis has been performed on the basis of the change occurring at the start of the reporting period and assumes that all other variables, in particular foreign exchange rates, remain constant. The analysis is performed on the same basis as was used for 2022.

The analysis performed applies an instantaneous increase or decrease of 1%.

	2023			2022		
	Decrease/(increase) in profit before tax			Decrease/(increase) in profit before		
	Change in interest rate	Upward change in interest rate	Downward change in interest rate	Change in interest rate	Upward change in interest rate	Downward change in interest rate
	%	Rm	Rm	%	Rm	Rm
JIBAR	1	(105)	105	1	(103)	103
Prime	1	31	(31)	1	105	(105)
Other	1	1	(1)	1	1	(1)

20.5.2 Currency risk

Refer to note 7.1 of the Group financial statements for an explanation on currency risk and how it is managed.

Included in the Company statement of financial position are the following amounts denominated in currencies other than the functional currency of the Company:

	2023	2022
	Rm	Rm
Current financial assets		
United States dollar	161	95
Euro	(12)	1
Pound	(6)	(6)
Current financial liabilities		
United States dollar ¹	1	-
Euro	6	-

¹ The Group has continued to focus on deleveraging its statement of financial position and focused on managing liquidity risk through upstreaming cash from the OpCos and reducing the US\$ denominated debt.

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.5 Market risk (continued)

20.5.2 Currency risk (continued)

Sensitivity analysis

The Company has used a sensitivity analysis technique that measures the estimated change to profit or loss of an instantaneous 10% strengthening or weakening in the rand against all other currencies, from the rate applicable at 31 December, for each class of financial instrument with all other variables remaining constant. This analysis is for illustrative purposes only, as in practice, market rates rarely change in isolation.

The Company is mainly exposed to fluctuations in foreign exchange rates in respect of the US dollar, pound and the euro. This analysis considers the impact of changes in foreign exchange rates on profit. A change in the foreign exchange rates to which the Company is exposed at the reporting date would have increased/(decreased) profit before tax by the amounts shown below.

The analysis has been performed on the basis of the change occurring at the start of the reporting period and assumes that all other variables, in particular, interest rates, remain constant. The analysis is performed at 10% in the current year, to be indicative of the current economic conditions under which the Company operates.

Denominated: functional currency	Increase/(decrease) in profit before tax		
	Change in exchange rate	Weakening in functional currency	Strengthening in functional currency
2023	%	Rm	Rm
USD:ZAR	10	16	(16)
EURO:ZAR	10	(2)	2
POUND:ZAR	10	(1)	1
2022			
USD:ZAR	10	9	9
EURO:ZAR	10	-	-
POUND:ZAR	10	(1)	(1)

20.5.3 Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Company's exposure to price risk is currently limited to its investment in the MTN Group shares (current investments).

Sensitivity analysis

The Company has used a sensitivity analysis technique that measures the estimated change to profit or loss and equity of an instantaneous 10% appreciation or depreciation of the share price of its held for trading financial assets applicable at 31 December, with all other variables remaining constant.

A change in the shares price to which the Company is exposed at the reporting date would have increased/(decreased) profit before tax by the amounts shown below.

	2023		2022	
	(Decrease)/increase in profit before tax		(Decrease)/increase in profit before tax	
	Depreciation in share price	Appreciation in share price	Depreciation in share price	Appreciation in share price
	Rm	Rm	Rm	Rm
Current investments	(6)	6	(7)	7

Mobile Telephone Networks Holdings Limited

Notes to the Company financial statements (continued)

for the year ended 31 December 2023

20 Financial risk management and financial instruments (continued)

20.6 Capital risk management

Capital comprises ordinary share capital and share premium and equity attributable to the equity holders of the Company.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Equity funding for the Company is raised centrally by MTN Group, first from excess cash and then from new borrowings while retaining an acceptable level of debt for the consolidated Group. Where funding is not available to the Company locally or in specific circumstances where it is more efficient to do so, funding is sourced centrally.

20.7 Events after the reporting period

Subsequent to year end, a dividend of R6 500 million was declared on 22 March 2024 in respect of the financial year ended 31 December 2023.

Mobile Telephone Networks Holdings Limited

Financial definitions

for the year ended 31 December 2023

The following financial terms are used in the Annual Financial Statements with the meanings specified:

Amortised cost	The asset is held within a business model with the objective to collect the contractual cash flows; and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding.
Capital management EBITDA	CODM EBITDA before impairment of goodwill less repayments and interest paid on lease liabilities.
Carrying amount	The amount at which the asset is recognised after deducting any accumulated depreciation/amortisation and accumulated impairment losses there on.
CODM EBITDA	Earnings before interest which includes gains and losses on foreign exchange transactions, tax, depreciation and amortisation and is also presented before recognising the following items: <ul style="list-style-type: none"> • Impairment of goodwill and investment in joint ventures. • Net monetary gain resulting from the application of hyperinflation. • Share of results of associates and joint venture after tax. • Hyperinflation. • Impairment loss on remeasurement of non-current assets held for sale. • Impairment loss on assets.
Defined contribution plan	A post-employment benefit plan (such as a pension plan) under which the Group pays a fixed percentage of employees' remuneration as contributions into a separate entity (a fund), and will have no further legal or constructive obligations to pay additional contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods.
dtic	Department of Trade, Industry and Competition.
Equity investments at fair value through other comprehensive income (FVOCI)	The asset is not held for trading and the Group has irrevocably elected on initial recognition to recognise the asset as at FVOCI.
Financial assets at fair value through profit or loss (FVTPL)	Debt investments that do not qualify for measurement at amortised cost or FVOCI; equity investments that are held for trading; and equity investments designated as at FVTPL.
ICASA	Independent Communications Authority of South Africa.
Interconnect revenue	Revenue derived from other operators for local and international incoming voice minutes, short messaging (SMS) and multimedia services (MMS).

Mobile Telephone Networks Holdings Limited

Financial definitions (continued)

for the year ended 31 December 2023

Net debt	Borrowings and bank overdrafts less cash and cash equivalents, restricted cash and current investments (excluding investment in insurance cell captives).
Net debt to capital management EBITDA ratio	Net debt divided by capital management EBITDA.
Net interest	Finance costs less finance income and add back lease liability finance costs.
Net interest to capital management EBITDA	Net interest divided by capital management EBITDA.
Postpaid product	Products and services provided on the MTN network which customers pay for subsequent to the usage.
Prepaid product	Products and services provided on the MTN network which customers pay for in advance of usage.
Roaming revenue	Revenue generated from subscribers making calls when using other networks, including MTN networks outside the country of operation.
SARS	South African Revenue Service.