



MTN GROUP

**CONFLICTS OF INTEREST REGISTER:
APRIL 2026**

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

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

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

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

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

CONFLICTS OF INTEREST REGISTER: MTN GROUP

as of April 2026

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

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
Khotso Mokhele	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Delta Zero Corporation (Pty) Ltd (Currently Non-Operating) - Kenosi Investment Holdings a Personal Investment Vehicle - Seasoned Capital - a personal investment) - Hans Merensky Holdings (Pty) Ltd - Hans Merensky Legacy Foundation - Westfalia Fruit International Limited - Hans Merensky Foundation SPV – an investment vehicle of 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		Hans Merensky Legacy Foundation - Merensky Timber - 821 Wendywood Ext 2 CC – a personal investment vehicle - Industrial Marketing Corporation of South Africa (Currently Non-Operating)		
Ralph Mupita	Executive Director	Group entities: - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd - Mobile Telephone Networks (MTN SA) (Pty) Ltd - MTN Group Management Services (Pty) Ltd - MTN Nigeria Communications Ltd - MTN Dubai Limited - Servico S.A.L	- A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008	- Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

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

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - MTN International (Pty) Ltd - MTN South Africa (Pty) Ltd - MTN Group Management Services (Pty) Ltd - MTN Nigeria Communications Ltd - Scancom Plc (MTN Ghana) - MTN Group Fintech Proprietary Limited <p>Other directorships:</p> <ul style="list-style-type: none"> - MNT Organic Hair Care - Dusty Dreams Foundations 		by the relevant board.
Noluthando Gosa	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd <p>Other directorships:</p>	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - Likamva Resources Pty Ltd - Amandla Wensimbi - Akhona Resources Pty Ltd - Akhona Mining Services Pty Ltd (Deregistered) - Akhona Strategic Holdings - Akhona Strategic Investments - Akhona Basadi Pty Ltd - Nitso Akhona Pty Ltd - Malindi Capital Pty Ltd - Clidet No929 Pty Ltd - Sasfin Wealth Pty Ltd - Safcor Freight Pty Ltd - APEX Fund Services HoldCo SA 		

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
Sindi Mabaso-Koyana	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Ace Fire Fixed Systems Pty Ltd - Ace Fire Suppression Technologies Pty Ltd - Bell Equipment Limited - Zenex Education Foundation - Bidvest Group Proprietary Limited - AIH Vikela (RF) (Bidvest Protea Coin) - AIH Capital Proprietary Limited - Futuregrowth Asset Management - SIBI Capital Proprietary Limited 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - K2017044733 (South Africa) (RF) Proprietary Limited - AIH General Fund 1 - AWCA Investment Holdings (RF) Pty Ltd - Betungwa Investment Holdings Pty Ltd - New Wave Advanced Group Pty Ltd - Sideway Trading Pty Ltd - Sun International Ltd - Nation Capital Advisors - OLK Clothing Pty Ltd 		
Stanley Miller	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Leaderman NV Belgium - Leaderman Luxembourg SARL 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - United Group B.V - ULS BVBA Belgium Ltd - AIH S.A SPF Luxemburg 		
Nosipho Molope	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - MTN International Pty Ltd - Mobile Telephone Networks Holdings Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Alexander Forbes Group Holdings Limited - Exxaro Resources Ltd - Akula Trading 280 Pty Ltd - AWCA Investment Holdings Pty Ltd - MTN Group Fintech (Pty) Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 - Alexander Forbes is a service provider of MTN Group and/or its subsidiaries. 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board. - Nosipho is a director, Alexander Forbes.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
<p>Nicola Newton-King</p>	<p>Director</p>	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Investec Plc - Investec Ltd - Stellenbosch University - Johannesburg Holocaust and Genocide Centre - The Kloof Trust - Alnic Kloof Trust - PF Newton-King Will Trust - Birdlife South Africa Trust - Oppenheimer Memorial Trust - MTN Group Fintech Pty Ltd - Anglo-Gold Ashanti plc 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
Timothy Pennington	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - The Kimmeridge Trust 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board. - As a UK citizen and in accordance with the laws of his country, Tim cannot consider matters relating to sanctioned countries.
Nkululeko Sowazi	Director	<p>Group entities:</p> <ul style="list-style-type: none"> - MTN Group Limited - Mobile Telephone Networks Holdings Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Grindrod Limited - YomanE Mauritius (C1/GBL) 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008. 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		<ul style="list-style-type: none"> - Idwala Industrial Holdings Pty Ltd - EWF Partners - Westrate Trade and Investment - Immunotek - Kahma Group - Botswana Ash - Sappi Limited - The Foschini Group - Bud Group (Pty) Ltd - Hirt and Carter Group - Oxicom Ltd - Naggging Panda - Ngena Foundation (Mauritius) - Impayfient (Pty) Ltd - Chase and Willow Capital (Pty) Ltd 		
Lamido Sanusi	Director	Group entities: <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
		Other directorships: <ul style="list-style-type: none"> - N/A 		by the relevant board.
Vincent Rague	Director	Group entities: <ul style="list-style-type: none"> - MTN Group Ltd - Mobile Telephone Networks Holdings Ltd - Mobile Telephone Networks Business Kenya Ltd Other directorships: <ul style="list-style-type: none"> - UAP/Old Mutual Holdings Ltd - Jambojet Limited 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board. -
			<ul style="list-style-type: none"> - Restrictions related to sanctioned countries. (US Citizen) 	<ul style="list-style-type: none"> - As an American citizen and in accordance to the laws of his country, Vincent

Full Name	Capacity	Directorships	Declared Conflicts	Description of Nature and Extent of Conflict
				cannot consider matters relating to sanctioned countries. Iran is one of MTN's OPCOs and therefore, he cannot be part of any discussions relating to MTN Irancell.
Sandile Gwala	Director	<p>Group Entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd - MTN International Pty Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Gwala Brothers Holdings Pty Ltd - Gwala Inchanga Pty Ltd - SoluGrowth - SoluGrowth Holdings - SoluGrowth PSA - SoluGrowth Customer Care 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

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		<ul style="list-style-type: none"> - SoluGrowth Financial Services - SoluGrowth Imali Fintech - SoluGrowth PEO - Harambee Academy - Harambee Youth Employment 		
Safroadu Yeboah-Amankwah	Director	<p>Group Entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Mobileye International (MBLY) - Ares Cpital Partners - United Negro College Fund - ODC - Himadhara 	-	-
Stephane Richard	Director	<p>Group Entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - Grand Port Maritime de MARSEILLE 	- N/A	-

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		<ul style="list-style-type: none"> - Théâtre National de l'Opéra Comique - Fondation Fondamental 		
Ignatius Schoole	Director	<p>Group Entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - N/A 	<ul style="list-style-type: none"> - N/A 	-
Herman Bosman	Director	<p>Group Entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - MTN Group Fintech Pty Ltd - Alatus Investments Pty Ltd - Atelier Partners Pty Ltd - Atelier Partners Investments 2 Pty Ltd - (Sandton City Padel Club) - Atelier Partners 1 (The Hume Club) - Atelier Partners 3 Pty Ltd - Atelier Partners 4 Pty Ltd 	<ul style="list-style-type: none"> - A director of various Group companies, who are related, or interrelated persons as contemplated in section 75 of the Companies Act, 2008 	<ul style="list-style-type: none"> - Group companies may have a 'personal financial interest' in matters approved or to be approved by the relevant board.

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		<ul style="list-style-type: none"> - RMI Treasury Company Ltd - Fortress Real Estate Investments limited - Stadskom Woonstelle Pty Ltd - OUTsurance Holdings Limited - OUTsurance International Holdings - OUTsurance life insurance company limited - OUTsurance Insurance company limited - OUTsurance Group Limited - Alpha Code Pty Ltd - Main Street 1353 Pty Ltd - RMB Holdings Limited - RMI Asset Holdings Limited 		

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		<ul style="list-style-type: none"> - RMI Investment Managers Affiliates 1 Pty Limited - RMI Invest Four Pty Ltd - RMI Invest Five Pty Ltd - RMI Invest Six Pty Ltd - RMH Property Holdco 6 Pty Ltd - Upper Westcliff Security Group - The Johannesburg Country Club - KhumaloCo - Brooklands Trust - Kelbrick Family Trust - 2027 Cricket World Cup 		
Gaetlane Rasethaba	Director	<p>Group Entities:</p> <ul style="list-style-type: none"> - MTN Group Ltd <p>Other directorships:</p> <ul style="list-style-type: none"> - N/A 	-	-