

**Client: Mergence**

**Company: MTN**

**Holdings: 8 357 947**

**ISIN: ZAE000042164**

**Meeting Type: AGM**

**Meeting Date: 26 May 2023**

Resolution	Subject	In Favour	Against	Abstain
Ordinary resolution No 1.1	Re-election of NP Gosa as a director	X		
Ordinary resolution No 1.2	Re-election of CWN Molope as a director		X	
Ordinary resolution No 1.3	Re-election of RT Mupita as a director	X		
Ordinary resolution No 1.4	Election of T Pennington as a director	X		
Ordinary resolution No 1.5	Election of N Newton-King as a director	X		
Ordinary resolution No 2.1	To elect SN Mabaso-Koyana as a member of the Audit Committee	X		
Ordinary resolution No 2.2	To elect CWN Molope as a member of the Audit Committee		X	
Ordinary resolution No 2.3	To elect NP Gosa as a member of the Audit Committee	X		
Ordinary resolution No 2.4	To elect VM Rague as a member of the Audit Committee	X		
Ordinary resolution No 2.5	To elect T Pennington as a member of the Audit Committee	X		
Ordinary resolution No 3.1	To elect SLA Sanusi as a member of the Social, Ethics and Sustainability Committee	X		
Ordinary resolution No 3.2	To elect SP Miller as a member of the Social, Ethics and Sustainability Committee	X		
Ordinary resolution No 3.3	To elect NL Sowazi as a member of the Social, Ethics and Sustainability Committee	X		
Ordinary resolution No 3.4	To elect KDK Mokhele as a member of the Social, Ethics and Sustainability Committee	X		
Ordinary resolution No 3.5	To elect N Newton-King as a member of the Social, Ethics and Sustainability Committee	X		
Ordinary resolution No 4	Appointment of Ernst and Young Inc. as an auditor of the Company	X		
Ordinary resolution No 5	General authority for directors to allot and issue authorised but		X	

	unissued ordinary shares			
Ordinary resolution No 6	General authority for directors to allot and issue ordinary shares for cash		X	
Ordinary resolution No 7	Non-binding advisory vote – endorsement of the Company's remuneration policy	X		
Ordinary resolution No 8	Non-binding advisory vote – endorsement of the Company's remuneration implementation report	X		
Special resolution No 1.1	To approve remuneration payable to MTN Group Board Local Chairman	X		
Special resolution No 1.2	To approve remuneration payable to MTN Group Board International Chairman	X		
Special resolution No 1.3	To approve remuneration payable to MTN Group Board Local member	X		
Special resolution No 1.4	To approve remuneration payable to MTN Group Board International member	X		
Special resolution No 1.5	To approve remuneration payable to MTN Group Board Local Lead Independent director	X		
Special resolution No 1.6	To approve remuneration payable to MTN Group Board International Lead Independent director	X		
Special resolution No 1.7	To approve remuneration payable to Human Capital and Remuneration Committee Local Chairman	X		
Special resolution No 1.8	To approve remuneration payable to Human Capital and Remuneration Committee International Chairman	X		
Special resolution No 1.9	To approve remuneration payable to Human Capital and Remuneration Committee Local member	X		
Special resolution No 1.10	To approve remuneration payable to Human Capital and Remuneration Committee International member	X		
Special resolution No 1.11	To approve remuneration payable to Social, Ethics and Sustainability Committee Local Chairman	X		
Special resolution No 1.12	To approve remuneration payable to Social, Ethics and Sustainability Committee International Chairman	X		
Special resolution No 1.13	To approve remuneration payable to Social, Ethics and Sustainability Committee Local member	X		
Special resolution No 1.14	To approve remuneration payable to Social, Ethics and Sustainability	X		

	Committee International member			
Special resolution No 1.15	To approve remuneration payable to Audit Committee Local Chairman	X		
Special resolution No 1.16	To approve remuneration payable to Audit Committee International Chairman	X		
Special resolution No 1.17	To approve remuneration payable to Audit Committee Local member	X		
Special resolution No 1.18	To approve remuneration payable to Audit Committee International member	X		
Special resolution No 1.19	To approve remuneration payable to Risk Management and Compliance Committee Local Chairman	X		
Special resolution No 1.20	To approve remuneration payable to Risk Management and Compliance Committee International Chairman	X		
Special resolution No 1.21	To approve remuneration payable to Risk Management and Compliance Committee Local member	X		
Special resolution No 1.22	To approve remuneration payable to Risk Management and Compliance Committee International member	X		
Special resolution No 1.23	To approve remuneration payable to Finance and Investment Committee Local Chairman	X		
Special resolution No 1.24	To approve remuneration payable to Finance and Investment Committee International Chairman	X		
Special resolution No 1.25	To approve remuneration payable to Finance and Investment Committee Local member	X		
Special resolution No 1.26	To approve remuneration payable to Finance and Investment Committee International member	X		
Special resolution No 1.27	To approve remuneration payable to Ad Hoc Strategy Committee Local Chairman	X		
Special resolution No 1.28	To approve remuneration payable to Ad Hoc Strategy Committee International Chairman	X		
Special resolution No 1.29	To approve remuneration payable to Ad Hoc Strategy Committee Local member	X		
Special resolution No 1.30	To approve remuneration payable to Ad Hoc Strategy Committee International member	X		
Special resolution No 1.31	To approve remuneration payable to Sourcing Committee Local Chairman International member	X		
Special resolution No 1.32	To approve remuneration payable to Sourcing Committee International Chairman	X		
Special resolution No 1.33	To approve remuneration payable to Sourcing Committee Local	X		

	member			
Special resolution No 1.34	To approve remuneration payable to Sourcing Committee International member	X		
Special resolution No 1.35	To approve remuneration payable to Directors Affairs and Corporate Governance Committee Local Chairman	X		
Special resolution No 1.36	To approve remuneration payable to Directors Affairs and Corporate Governance Committee International Chairman	X		
Special resolution No 1.37	To approve remuneration payable to Directors Affairs and Corporate Governance Committee Local member	X		
Special resolution No 1.38	To approve remuneration payable to Directors Affairs and Corporate Governance Committee International member	X		
Special resolution No 2	To approve the repurchase of the Company's shares	X		
Special resolution No 3	To approve the granting of financial assistance to subsidiaries and other related and interrelated entities	X		
Special resolution No 4	To approve the granting of financial assistance to directors and/or prescribed officers and employee share scheme beneficiaries	X		
Special resolution No 5	To approve the granting of financial assistance to MTN Zakhele Futhi (RF) Limited	X		




Signed:

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Date: 19 May 2023