

**Client: Mergence**

**Company: MTN**

**Holdings: 8 438 344**

**ISIN: ZAE000042164**

**Meeting Type: AGM**

**Meeting Date: 21 May 2020**

| Resolution                 | Subject   | In Favour | Against | Abstain |
|----------------------------|---|-----------|---------|---------|
| Ordinary resolution No 1.1 | Election of L Sanusi as a director  | X         |         |         |
| Ordinary resolution No 1.2 | Election of V Rague as a director   | X         |         |         |
| Ordinary resolution No 1.3 | Re-election of S Miller as a director   | X         |         |         |
| Ordinary resolution No 1.4 | Re-election of P Hanratty as a director   | X         |         |         |
| Ordinary resolution No 1.5 | Re-election of N Sowazi as a director   | X         |         |         |
| Ordinary resolution No 1.6 | Re-election of AT Mikati as a director  | X         |         |         |
| Ordinary resolution No 2.1 | To elect KC Ramon as a member of the audit committee                                | X         |         |         |
| Ordinary resolution No 2.2 | To elect B Tshabalala as a member of the audit committee                            | X         |         |         |
| Ordinary resolution No 2.3 | To elect V Rague as a member of the audit committee                                 | X         |         |         |
| Ordinary resolution No 2.4 | To elect PB Hanratty as a member of the audit committee                             | X         |         |         |
| Ordinary resolution No 3.1 | To elect L Sanusi as a member of the social and ethics committee                    | X         |         |         |
| Ordinary resolution No 3.2 | To elect S Miller as a member of the social and ethics committee                    | X         |         |         |
| Ordinary resolution No 3.3 | To elect N Sowazi as a member of the social and ethics committee                    | X         |         |         |
| Ordinary resolution No 3.4 | To elect K Mokhele as a member of the social and ethics committee                   | X         |         |         |
| Ordinary resolution No 4   | Re-appointment of PricewaterhouseCoopers Inc. as an auditor of the company          | X         |         |         |
| Ordinary resolution No 5   | Re-appointment of SizweNtsalubaGobodo Grant Thorn Inc. as an auditor of the company | X         |         |         |
| Ordinary resolution No 6   | Appointment of Ernst & Young as an auditor of the company                           | X         |         |         |
| Ordinary resolution No 7   | General authority for directors to allot and issue ordinary shares                  |           | X       |         |

|                           |   |   |   |  |
|---------------------------|---|---|---|--|
| Ordinary resolution No 8  | General authority to allot and issue ordinary shares for cash   |   | X |  |
| Ordinary resolution No 9  | Non-binding advisory vote - endorsement of the company's remuneration policy  | X |   |  |
| Ordinary resolution No 10 | Non-binding advisory vote - endorsement of the company's remuneration implementation report                                     | X |   |  |
| Special resolution No 1   | To approve the proposed remuneration payable to non-executive directors   | 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 |   |  |





Signed: \_\_\_\_\_

Date: 13 May 2020