

# Form of proxy

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION ONLY

## MTN GROUP LIMITED

(Incorporated in the Republic of South Africa)  
 (Registration number: 1994/009584/06)  
 (MTN Group or the company)  
 JSE Code: MTN  
 ISIN: ZAE 000042164

For use at the annual general meeting to be held at 14:30 on Wednesday, 13 June 2007, at the Auditorium, Phase II, 216 – 14th Avenue, Fairland, Gauteng.

**For assistance in completing the proxy form, please phone the MTN Group ShareCare Line on 0800 202 360 or on +27 11 870 8206.**

A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, vote and speak in his/her stead at the annual general meeting. A proxy need not be a member of the company.

I/We ..... (name in block letters)

of (address) .....

being a member(s) of the company, and entitled to ..... votes, do hereby appoint:

..... of ..... or failing him/her,

..... of ..... or failing him/her,

the chairman of the annual general meeting, as my/our proxy to represent me/us at the annual general meeting to be held at 14:30 on Wednesday, 13 June 2007, in the Auditorium, Phase II, 216 – 14th Avenue, Fairland, Gauteng, for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the company registered in my/our name (see note 2 overleaf) as follows:

Ordinary resolutions	For	Against	Abstain
1 The adoption of the Group annual financial statements for the year ended 31 December 2006			
2 The election, individually and separately of the directors referred to below: Directors retiring by rotation who offer themselves for re-election.			
2.1 MC Ramaphosa			
2.2 PF Nhleko			
2.3 RS Dabengwa			
2.4 DDB Band			
2.5 AF van Biljon			
2.6 AT Mikati (Director appointed during the year under review)			
2.7 J van Rooyen (Director appointed during the year under review)			
3 To authorise the directors to allot and issue the unissued ordinary shares of 0,01 cent each up to 10% of the issued share capital			
4 To authorise the issue for cash by the company of equity securities and thereby to waive pre-emptive rights to which shareholders may be entitled in respect thereof			
5 To authorise the MTN Group Board and the Trustees of the MTN Group Share Trust to accelerate the vesting periods under the scheme at their discretion in exceptional circumstances.			
6 To authorise any two directors to implement the special and ordinary resolutions			
Special resolution number 1			
7 To approve an authority for the company and/or any of its subsidiary company's to repurchase shares in the company			

Mark with "X" or insert relevant number of votes, whichever is applicable. (See note 4)

Signed at ..... on ..... 2007

Signature of member(s) .....

Assisted by (where applicable) ..... (state capacity and full name)

**Please read the notes on the reverse side hereof.**

