

Explanatory notes to the resolutions for approval at the fourteenth annual general meeting

For any assistance or information, please phone the MTN Group ShareCare Line on 0800 202 360 or on +27 11 870 8206 if you are phoning from outside South Africa.

Receipt, consideration and adoption of the Group and Company annual financial statements for the period ended 31 December 2008 – ordinary resolution number 1

The directors have to present the annual financial statements to shareholders at the annual general meeting, incorporating the report of the directors, together with the report of the external auditors contained in this annual report.

Re-election of directors retiring at the annual general meeting – ordinary resolutions 2 to 5

In terms of articles 84 and 85 of the Company's articles of association, one-third of the directors who have been longest in office since their last election are required to retire at each annual general meeting and may offer themselves for re-election. Biographical details of the retiring directors offering themselves for re-election are given on pages 14 and 15 of book 1.

Confirmation of appointments as directors

Any person appointed by the board of directors to fill a casual vacancy on the board of directors, or as an addition thereto, holds office until the next annual general meeting in terms of the Company's articles of association, and is eligible for election at that meeting.

Remuneration of non-executive directors

and

Ordinary resolution number 6

In terms of article 72(b) of the Company's articles of association, the non-executive directors shall be entitled to such remuneration (reviewed annually) as may be determined in a general meeting. The last increase had been approved effective 1 May 2006. Full particulars for all fees and remuneration paid to non-executive directors for the period under review are set out in the directors' report on page 31 and the revised fees effective from 1 January 2008 being tabled for approval are contained in ordinary resolution number 6.

Placing of unissued ordinary shares under the control of the directors but limited to 10% of shares in issue as at 31 December 2008

and

Ordinary resolution number 7

In terms of sections 221 and 222 of the Companies Act, the shareholders of the Company have to approve the placement of the unissued shares under the control of the directors.

The existing authority is due to expire at the forthcoming annual general meeting, unless renewed. The authority will be subject to the Companies Act and the Listings Requirements of the JSE.

The directors consider it advantageous to renew this authority to enable the Company to take advantage of any business opportunity that may arise in the future.

Explanatory notes to the resolutions for approval at the fourteenth annual general meeting *continued*

General authority for the Company and/or a subsidiary to acquire shares in the Company

and

Special resolution

The reason for and effect of the special resolution is to grant the Company, or a subsidiary of the Company, approval, in terms of the Companies Act and the Listings Requirements of the JSE, to repurchase the Company's shares should it be in the interests of the Company to do so at any time while the authority exists.

This general approval shall be valid until the earlier of the next annual general meeting of the Company, or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall not be extended beyond 15 (fifteen) months from the date of passing the special resolution.

The resolution is required to be passed, on a poll, by not less than 75% of the total votes to which the shareholders present in person or by proxy are entitled.

Voting and proxies

1. Every holder of shares present in person or by proxy at the meeting, or, in the case of a body corporate represented at the meeting, shall be entitled to one vote for every share held. Duly completed proxy forms or powers of attorney must be lodged at the registered offices of the Company or with the Company's registrars, Computershare Investor Services (Proprietary) Limited, at 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), not less than 48 (forty-eight) hours before the time appointed for holding the meeting. As the meeting is to be held at 14:30 (South African time) on Wednesday, 24 June 2009, proxy forms or powers of attorney must be lodged on or before 14:30 (South African time) on Monday, 22 June 2009. The names and addresses of the registrars are given on the back of the proxy form as well as on page 164 of this report.
2. A shareholder (including certificated shareholders and dematerialised shareholders who hold their shares with "own name" registration) entitled to attend and vote at the meeting may appoint a proxy or proxies to attend, speak and vote in his/her/its stead. A proxy does not have to be a shareholder of the Company. The appointment of a proxy will not preclude the shareholder who appointed that proxy from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any such proxy. A form of proxy for use at the meeting is attached.
3. The attention of shareholders is directed to the additional notes relating to the form of proxy attached.
4. Dematerialised shareholders other than dematerialised shareholders who hold their shares with "own name" registration, who wish to attend the annual general meeting must contact their Central Securities Depository Participant ("CSDP") or broker who will furnish them with the necessary authority to attend the annual general meeting, or they must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between such shareholder and its CSDP or broker.

Appendix to the notice of the fourteenth annual general meeting

Important notes about the annual general meeting ("AGM")

Date: Wednesday, 24 June 2009, at 14:30

Venue: The Auditorium, Phase II, 216 – 14th Avenue, Fairland, Gauteng

Time: The AGM will start promptly at 14:30 (South African time)

Please note that registration will close 15 minutes prior to the start of the meeting as it is conducted electronically. Shareholders arriving late will thus not be able to vote.

Shareholders wishing to attend are advised to be in the auditorium by not later than 14:15. The meeting will commence with a short information session, informing shareholders of the electronic voting process to be utilised at the meeting. Staff will direct shareholders to the AGM. Refreshments will be served after the meeting.

Admission: Shareholders attending the AGM are asked to register at the registration desk in the auditorium reception area at the venue. Shareholders and proxies may be required to provide proof of identity.

Security: Secured parking is provided at the venue at owner's own risk. Mobile telephones should be switched to silent mode for the duration of the proceedings.

Please note

1. **Certificated shareholders and dematerialised shareholders who hold their shares with "own name" registration**

Shareholders wishing to attend the AGM have to ensure beforehand, with the registrars of the Company, that their shares are in fact registered in their names. Should this not be the case and the shares be registered in any other name or in the name of a nominee company, it is incumbent on shareholders attending the meeting to make the necessary arrangements with that party to be able to attend and vote in their personal capacity. The proxy form contains detailed instructions in this regard.

2. **Enquiries**

Any shareholders having difficulties or queries in regard to the AGM or the above are invited to contact the Group secretary, SB Mtshali on +27 (0) 11 912 4067 or the ShareCare Line on 0800 202 360 or +27 11 870 8206 if calling from outside South Africa. Calls will be monitored for quality control purposes and customer safety.

3. **Questions and queries**

In order to facilitate the smooth running of the AGM it is preferred that should shareholders have any questions for directors, management or the auditors, these questions be sent in writing to the chairman of the board by Monday, 22 June 2009.

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