

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 (South African time) on Wednesday, 24 June 2009, in 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 if you are phoning from outside South Africa.

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 tovotes, 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 (South African time) on Wednesday, 24 June 2009, 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. Ordinary resolution number 1: The adoption of the Group annual financial statements for the period ended 31 December 2008			
2. Ordinary resolution number 2: Re-election of RS Dabengwa			
3. Ordinary resolution number 3: Re-election of AT Mikati			
4. Ordinary resolution number 4: Re-election of MJN Njeke			
5. Ordinary resolution number 5: Re-election of J van Rooyen			
6. Ordinary resolution number 6: To authorise the increase in fees payable to non-executive directors			
7. Ordinary resolution number 7: To authorise the directors to allot and issue unissued ordinary shares of 0,01 cent each up to 10% of the issued share capital			
Special resolution			
8. To approve an authority for the Company and/or any of its subsidiary companies to repurchase shares in the Company			

Mark with "X" or insert relevant number of votes, whichever is applicable.

Signed aton.....2009

Signature of member(s)

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

Please read the notes on the reverse side hereof.



Notes to proxy

1. Only shareholders who are registered in the register or sub-register of the Company under their own name may complete a proxy or alternatively attend the meeting. Beneficial owners who are not the registered holder and who wish to attend the meeting in person, may do so by requesting the registered holder, being their Central Security Depository Participant ("CSDP"), broker or nominee, to issue them with a letter of representation in terms of the custody agreements entered into with the registered holder. Letters of representation must be lodged with the Company's registrars by no later than 14:30 on Monday, 22 June 2009.
2. Beneficial owners who are not the registered holder and who do not wish to attend the meeting in person, must provide the registered holder, being the CSDP, broker or nominee, with their voting instructions. The voting instructions must reach the registered holder in sufficient time to allow the registered holder to advise the Company or the Company's registrar of their instructions by no later than 14:30 on Monday, 22 June 2009.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space/s provided, with or without deleting "the chairman of the general meeting"; but any such deletion or insertion must be initialled by the shareholder. Any insertion or deletion not complying with the foregoing will be declared not to have been validly effected. The person whose name stands first on the proxy form and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chairman of the general meeting.
4. A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded, may not exceed the maximum number of votes exercisable by the shareholder or by his/her proxy.
5. To be effective, completed proxy forms must be lodged with the Company's South African transfer secretaries in Johannesburg, not less than 48 hours before the time appointed for the holding of the meeting. As the meeting is to be held at 14:30 on Wednesday, 24 June 2009, proxy forms must be lodged on or before 14:30 on Monday, 22 June 2009.
6. The completion and lodging of this proxy form will not preclude the relevant shareholder from attending the annual general meeting and speaking and voting in person thereat instead of any proxy appointed in terms hereof.
7. The chairman of the general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
8. Any alteration to this proxy form, other than a deletion of alternatives, must be initialled by the signatory.
9. Documentary evidence establishing the authority of a person signing this proxy form in a representative or other legal capacity must be attached to this proxy form unless previously recorded by the Company or the registrars or waived by the chairperson of the annual general meeting.
10. Where there are joint holders of shares:
 - 10.1 any one holder may sign the proxy form; and
 - 10.2 the vote of the senior shareholder (for which purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.

Office of the South African transfer secretaries

Computershare Investor Services (Proprietary) Limited
Registration number 2004/003647/07
70 Marshall Street, Johannesburg, 2001
PO Box 61051, Marshalltown, 2107
Facsimile: +27 11 688 5238

Shareholders are encouraged to make use of the **toll-free ShareCare line** for assistance in completing the proxy form and any other queries.

**If you have any questions regarding the contents of this report, please call the
MTN Group toll-free ShareCare Line on 0800 202 360**
(or +27 11 870 8206 if phoning from outside South Africa)



Please note that your call will be recorded for customer safety