

Statement of directors' responsibilities

for the year ended 31 December 2009

The directors are responsible for the preparation, integrity and fair presentation of the financial statements of MTN Group Limited and its subsidiaries in accordance with International Financial Reporting Standards (IFRS) and the Companies Act, No 61 of 1973 as amended, (the Companies Act). The annual financial statements and Group annual financial statements presented on pages 21 to 165 have been prepared in accordance with the requirements of IFRS and the Companies Act and include amounts based on judgements and estimates made by management.

The directors consider that having applied IFRS in preparing the financial statements, they have used the most appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all IFRS that they consider to be applicable have been followed. The directors are satisfied that the information contained in the financial statements fairly presents the results of operations for the year and the financial position of the Group and the Company at year-end, in accordance with IFRS.

The directors have responsibility for ensuring that accounting records are kept. The accounting records disclose, with reasonable accuracy, the financial position and results of the Group and the Company and enable the directors to ensure that the financial statements comply with relevant legislation.

MTN Group operates in an established controlled environment, which is documented and regularly reviewed. This incorporates risk management and internal control procedures, which are designed to provide reasonable, but not absolute, assurance that assets are safeguarded and the risks facing the business are controlled. Any new acquisitions which do not apply the same standards and procedures will be integrated into the Group and, during such integration, uniformity of standards will be achieved. Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

The going-concern basis has been adopted in preparing the financial statements. The directors have no reason to believe that the Group or any company within the Group will not be a going concern in the year ahead, based on forecasts and available cash resources. These financial statements support the viability of the Group and the Company.

The Group's external auditors, PricewaterhouseCoopers Incorporated and SizweNtsaluba vSP, jointly audited the financial statements and their unqualified audit report is presented on page 20.

The annual financial statements and Group annual financial statements which appear on pages 21 to 165 were approved for issue by the board of directors on 10 March 2010 and are signed on its behalf by:

MC Ramaphosa

Chairman

Fairland

10 March 2010

PF Nhleko

Group president and chief executive officer