

Form of proxy

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED 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: ZAE000042164

For use at the annual general meeting to be held at 14:30 (South African time) on Thursday, 15 July 2010, in the Auditorium, Phase II, Level 0, 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:

..... ofor failing him/her,

..... ofor 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 Thursday, 15 July 2010, in the Auditorium, Phase II, Level 0, 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: To receive, consider and adopt the consolidated annual financial statements of the Company and its subsidiaries for the financial year ended 31 December 2009			
2. Ordinary resolution number 2: Re-election of Mr MC Ramaphosa as a director			
3. Ordinary resolution number 3: Re-election of Mr DDB Band as a director			
4. Ordinary resolution number 4: Re-election of Mr AF van Biljon as a director			
5. Ordinary resolution number 5: Re-election of Ms MLD Marole as a director			
6. Ordinary resolution number 6: Re-election of Mr NP Mageza as a director			
7. Ordinary resolution number 7: Re-election of Mr A Harper as a director			
8. Ordinary resolution number 8: Re-election of Mr NI Patel as a director			
9. Ordinary resolution number 9: To approve the increase in, and setting of, the remuneration payable to non-executive directors			
10. Ordinary resolution number 10: To approve the placing of all unissued ordinary shares of 0,01 cent in the authorised but unissued share capital of the Company under the control of the directors, and to authorise them to allot and issue such shares (subject to a maximum of 10% of the issued shares and the further limits in the resolution)			
11. Ordinary resolution number 11: To confirm the appointments to the audit committee for the financial year ending 31 December 2010			
12. Ordinary resolution number 12: Approval of the MTN Group Limited Share Appreciation Rights Scheme 2010 and Performance Share Plan 2010.			
13. Ordinary resolution number 13: Approval of the restraint of trade agreement/s with Mr PF Nhleko.			
14. Ordinary resolution number 14: Approval of the re-appointment of joint external auditors.			
Special resolution			
15. Special resolution number 15: To approve an authority for the Company and/or any of its subsidiaries to repurchase shares in the Company			
Ordinary resolution			
16. Ordinary resolution number 16: Authority to give effect to the ordinary resolutions numbered 1 to 14 and special resolution 15 (where so approved by shareholders)			

Please indicate with an 'X' in the appropriate spaces provided above how you wish your vote to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

Please read the notes on the reverse side hereof.

Signed at on 2010

Full name(s) (in block letters)

Signature(s)

Assisted by (guardian) (date)

If signing in a representative capacity, see note on voting and proxies above.