RELEASE OF SUBSCRIBER NUMBERS FOR THE QUARTER ENDED 31 March 2009

MTN Group recorded 98,202,000 subscribers at 31 March 2009. This is an 8% increase for the quarter from 90,653,000 subscribers recorded at 31 December 2008. Strong subscriber growth continues to be a feature in almost all countries in which we operate in line with our subscriber guidance, while currency volatility has generally had a more negative impact on ARPU reported in US$. Changes to spending patterns have been varied as economies respond to the global economic situation.

The attached analysis is presented on a regional basis. The proportional subscriber contribution between the regions remains relatively unchanged with that at 31 December 2008. South and East Africa (SEA) region contributed 26% (December 2008: 27%) of the Group's total subscribers while West and Central Africa (WECA) and Middle East and North Africa (MENA) contributed 45% (December 2008: 44%) and 29% (December 2008: 29%), respectively.

The SEA region increased its subscriber base by 4% for the quarter. The South African operation contributes 69% to the region's subscribers, increasing 2% to 17,428,000 for the quarter ended 31 March 2009. The modest increase in subscribers was due to the mix of seasonal trends, weakening economic conditions and aggressive competition. Uganda increased its subscriber base by 13% due to the continued success of MTN Zone.

The WECA region increased its subscriber base by 10% for the quarter. The strong growth in the region was primarily due to growth in Nigeria which contributes 59% to the region's subscribers and recorded a 12% increase in its subscriber base to 25,908,000. This was mainly due to continued improvements in network quality and capacity with 173 BTS's added in the quarter. Ghana increased its subscriber base by 5% despite fierce competition. Both Cameroon and Cote d'Ivoire increased their subscriber bases by 7% to 3,824,000 and 3,810,000, respectively.

The MENA region recorded a 9% increase in subscribers for the quarter. This was due to continued growth from the Iran operation, which contributes 63% to the region's subscribers and increased its subscribers by 14% to 18,252,000. The disappointing slowdown of subscriber acquisitions in Sudan and Syria is mainly attributed to the economic downturn in the respective countries. Sudan increased its subscriber base to 2,658,000 while Syria experienced negative growth of 3% to 3,428,000 subscribers.

MTN South Africa's blended ARPU decreased by 6%. This is as a result of increased penetration into lower market segments, seasonal trends and a slowdown in consumer spending. Iran's ARPU remain relatively stable notwithstanding seasonal trends and increased penetration. The decline of many local currencies against the US$ has negatively affected ARPU trends. Larger operations including Nigeria, Cote d'Ivoire, Syria and Sudan experienced significantly more resilience in local currency ARPU than reflected in the reported US$ number. To better understand operating conditions we have included a column indicating the change in ARPU in local currency. Q1 ARPU's are also negatively affected by the YTD nature of the ARPU formula.

Subscriber Numbers

	Dec-08	Mar-09	Quarterly % change*	Contribution %
	Subs '000	Subs '000		
SEA				
South Africa	17,169	17,428	2%	69%
Post-paid	2,754	2,834	3%	11%
Pre-paid	14,415	14,594	1%	58%
Uganda	3,523	3,987	13%	16%
Mascom - Botswana	969	1,019	5%	4%
Rwanda	1,159	1,330	15%	5%
Zambia	693	778	12%	3%
Swaziland	519	547	5%	2%
Sub total	**24,032**	**25,089**	**4%**	**26%**
WECA				
Nigeria	23,077	25,908	12%	59%
Ghana	6,428	6,777	5%	15%
Cameroon	3,574	3,824	7%	9%
Cote d'Ivoire	3,562	3,810	7%	9%
Benin	1,010	1,111	10%	3%
Conakry	970	1,003	3%	2%
Congo - Brazzaville	823	942	14%	2%
Liberia	486	534	10%	1%
Bissau	343	366	7%	1%
Sub total	**40,274**	**44,275**	**10%**	**45%**
MENA				
Iran	16,039	18,252	14%	63%
Syria	3,539	3,428	-3%	12%
Sudan	2,647	2,658	0%	9%
Afghanistan	2,104	2,358	12%	8%
Yemen	1,859	1,972	6%	7%
Cyprus	158	170	8%	1%
Sub total	**26,346**	**28,838**	**9%**	**29%**
Total Subscribers	**90,653**	**98,202**	**8%**	**100%**

ARPU

	Dec-08	Mar-09	Quarterly % change*	LC % change
	YTD ARPU	YTD ARPU		
SEA				
South Africa	R148	R139	-6%	-6%
Post-paid	R403	R397	-2%	-2%
Pre-paid	R97	R92	-5%	-5%
Uganda	$8	$7	-19%	-7%
Mascom - Botswana	$13	$10	-24%	-14%
Rwanda	$11	$7	-33%	-30%
Zambia	$11	$6	-41%	-5%
Swaziland	$14	$11	-22%	-17%
WECA				
Nigeria	$16	$13	-23%	-6%
Ghana	$12	$8	-31%	-15%
Cameroon	$11	$9	-18%	-10%
Cote d'Ivoire	$10	$9	-13%	-3%
Benin	$15	$13	-17%	-6%
Conakry	$10	$8	-12%	-27%
Congo - Brazzaville	$18	$12	-35%	-6%
Liberia	$14	$12	-17%	-17%
Bissau	$11	$10	-12%	-6%
MENA				
Iran	$9	$8	-7%	-16%
Syria	$19	$17	-9%	-6%
Sudan	$7	$5	-19%	-8%
Afghanistan	$6	$5	-15%	-14%
Yemen	$8	$7	-9%	-11%
Cyprus	$44	$36	-17%	-7%

* %'s are based on actual and not rounded figures

Subscribers are customers who have participated in a revenue generating activity in the last 90 days. ARPU is the monthly weighted average revenue per subscriber. Revenue includes interconnect fees and excludes connection fees and visitor roaming revenue, and this is divided by the weighted average subscriber base over the period.

** South Africa subscribers and ARPU's include community service payphones into pre-paid and application providers into post-paid.