MTN Group Limited

King IV Assessment Report for the year ended 31 December 2023

Leading digital solutions for Africa's progress

King IV Assessment Report

We provide a summary of MTN Group Limited and Mobile Telephone Networks Holdings Limited application of the King IV™* principles. Our aim is to continuously improve our practices as part of the company's commitment to the highest standards of corporate governance.

Principle	King IV	Status	Explain	Reference
1. Leadership	The governing body should lead ethically and effectively. **Recommended practices** • Cultivate and exhibit collectively and individually, characteristics of integrity, competence, responsibility, accountability, fairness and transparency. • Offer leadership that results in achievement of strategy and outcomes over time. • Disclose how it is being held to account for its leadership. **Subsidiary governance** Subsidiary governance is a focus point for the Board, each subsidiary has its own unique challenges, opportunities and risks that needs to be addressed. The Board uses various platforms and tools to facilitate effective oversight on its subsidiaries such as regular reports, Chairmen's Forum, subcommittee workshops, one-on-one engagements and Opco Visits. The key is to create opportunities for deliberation and alignment. By improving subsidiary governance, the Board strives to enhance the decision-making processes, mitigate risks, embed standardisation, foster innovation, and ultimately contribute to the overall success and sustainability of MTN and its subsidiaries.	Applied	In 2023, the Board approved the company's refreshed values, which promote ethical standards at the core of how the Board directs the company. The Board's adheres to the principles of fairness, responsibility, accountability, and transparency. These principles are captured in the Board Charter. The Board continuously strives to improve its effectiveness through regular Board evaluation programmes. In 2023, a Board evaluation was conducted by an independent and external provider. A summary of the outcomes of the Board evaluation has been set out in the Governance Report.	Page 89 – 90 IR.

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
2. Organisational ethics	The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture. **Recommended practices set the direction for ethics in the organisation:** • Approve codes of conduct and ethics policies, as well as ensure that it includes all stakeholders and key ethical risks. • Ensure that there are ways for stakeholders to be made familiar with the codes of conduct and ethics policies. • Delegate implementation of codes of conduct and ethics policies to management and provide ongoing oversight of this management, including results in such matters as recruitment, employee remuneration, supplier selection, breach management, whistle- blowing and independent assessments. • Disclose how ethics are being managed, focus areas, monitoring measures and how ethical outcomes are addressed.	Applied	Ethics is at the core of MTN's governance principles, shaping a culture where every action aligns with the highest standards of integrity. Compliance with laws and regulations is not merely a legal obligation for MTN; it is a pledge to ensure that we operate ethically, transparently, and in harmony with the societal norms of the regions we serve. We endeavour to cultivate a work environment where employees understand the essence of ethical behaviour and are equipped to navigate ethical challenges effectively. The MTN ethics framework permeates the entire Group through ongoing training initiatives, ethics awareness campaigns, and the cultivation of certified Ethics Officers in each operating company to ensure consistent and high-quality training, guidance, and resolution. Our Ethics Management programme was successfully completed in 2023, including presentations to all departments as well as updates to employee induction content. A notable accomplishment was the development and rollout of a comprehensive Ethics Management Toolkit, offering clear guidance on the scope and strategy of ethical practices at MTN. The completion rate for our annual declaration of interest in 2023 demonstrated an improved commitment to disclosure and transparency. Resolutions for effective conflict management for higher-level employees were also implemented across the Group. The Social, Ethics and Sustainability Committee provides direction and oversight on ethics.	Page 68 SR IR.
3. Responsible corporate citizen	The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.	Applied	MTN is committed to creating and protecting value for our stakeholders thus it endeavours to maintain a high standard of governance, transparency and accountability in all its interactions with its stakeholders. Our robust yet flexible sustainability strategy ensures that our actions are impactful, relevant, and aligned with our vision of creating shared value through responsible business practices unwavering dedication and practices and unwavering dedication and strategic adaptability. We continue to advance progress and contribute meaningfully to a more sustainable and inclusive world, thus we endeavour to act responsibly within every geographical area in which the company operates and aims to adhere to and comply with all laws and regulations. As ESG-related reporting standards continue to evolve, we continue to ensure that we stay abreast of global trends, legislative requirements and reporting standards. In this regard we have established a comprehensive set of ESG metrics aligned with our four sustainability pillars to monitor and enhance performance. These metrics are linked to executive remuneration, underscoring our commitment to transparency and accountability. In 2023, MTN was also actively involved in various corporate social investments (CSI) through its Foundations, which aim to uplift the surrounding communities. More on the Group's sustainability and CSI strategy, governance and performance is set out in the SR .	Page 35 – 45 IR.

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
4. Strategy and performance	The governing body should appreciate that the organisation's core purpose, risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process. **Recommended practices** • Steer and set the direction, purpose and strategy of the organisation. • Delegate to management the formulation and thereafter approval of strategy with due reference to timelines, risks and opportunities, resources and relationships, legitimate expectations of stakeholders, changes in the six capitals and the inter-connectedness and inter-dependencies of all these factors.	Applied	Annually, we identify, assess and prioritise our material matters as part of the work to support the delivery of the strategy. The Board approves the strategic direction after taking into account the material matters as well as other factors that affect its delivery. These include the relationships and resources on which the company relies to create value, the risks and opportunities it faces, the context in which it operates, as well as the expectations of its key stakeholders. The Board oversees and monitors the execution of the ***Ambition 2025*** strategy, taking into consideration the key risks and opportunities that arise from both the macro-environment and the regulatory environment. As part of the ***Ambition 2025*** strategy, the Board aims to ensure that we continue to invest in our networks and platforms to sustain the structurally higher demand we see for our data and fintech services, which underpins our medium-term growth outlook. While short-term uncertainties remain, we see attractive medium and long term prospects for our business, and we remain focused on the execution of our strategy. More information on the ***Ambition 2025*** strategy is set out in the IR.	Page 24 – 33 IR.
5. Reporting	The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium and long-term prospects. **Recommended practices** Oversee that the various reports are compliant with legal reporting requirements and meet the reasonable and legitimate needs of material stakeholders: • Ensure that an Annual Integrated Report is issued (either as a standalone report or as part of another report). • Approve the bases for determining materiality for the purposes of including in reports. • Ensure the integrity of external reports.	Applied	The Board is intimately involved in communication to our stakeholders regarding significant issues that could affect the Group. It also strives to abide by all disclosure requirements. The Group has an approved Communications Policy as well as a Price Sensitive Information Policy. These policies set out the disclosure requirements and outline the governance in respect of reporting to shareholders. The Group has dedicated individuals who manage the Annual IR and other key reports issued to stakeholders, ensuring that the reports inspire trust and confidence in the company. This process is overseen by the relevant Board Committees who ensure that the necessary controls are in place to comply with the disclosure requirements and to verify and safeguard the integrity of the annual reports and any other required disclosures. The Group continues to focus on enhancing the co-ordination and approach to disclosure between the Group and its subsidiaries, ensuring that it complies with the relevant requirements of our stock exchanges and local requirements. In 2024, we aim to review our reporting and disclosure policies to leverage from the lessons learnt from the last two years. We have also committed to being environmentally responsible citizens, therefore we print a limited number of copies for each report. Reports and any other information to stakeholders are published on the Company's website. However, to accommodate all our shareholders, shareholders may request the printed documents from the MTN Group Limited's registered office, situated at 216 – 14th Avenue, Fairland, Gauteng, South Africa, 2195.	Page 02 IR.

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
6. Primary role and responsibility (governance)	The governing body should serve as the focal point and custodian of corporate governance in the organisation. **Recommended practices** Exercise its leadership role; have a charter; approve a protocol for it, its committees and members to get professional advice; approve a protocol for non-executive members to get documentation and meetings with management: • Disclose the number of its meetings and attendance thereof, whether it is satisfied that it has discharged its responsibilities in relation to its charter.	Applied	The Board, with the assistance of the Directors Affairs and Governance Committee (DAGC), maintains the crucial role of governance in the company. The Board's responsibilities are carried out in accordance with an annually approved Board Charter, which considers important governance principles, applicable laws, and the strategic objectives of the company. In 2023, the Strategy Execution Ad hoc Committee held its inaugural meeting, although the Committee is intended to be an *ad hoc* Committee, its mandate is clear and is approved by the Board. The Board is confident that its committees have successfully fulfilled their responsibilities as outlined in their respective mandates. Upon review of the outcomes of the Board and committee evaluation report, it has been determined that the effectiveness of these committees is satisfactory. The Board acknowledges the dedication and commitment demonstrated by the committee members in carrying out their duties efficiently and in alignment with the company's objectives. The outcomes of the committee evaluation indicates an improvement in the management of the information going to Board. The Board has constituted various committees that assist the Board in playing an oversight role. The details of the committees, their mandates and the attendance by committee members is set out in the governance report in the IR.	Page 93 IR.

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
7. Composition	The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively. **Recommended practices** Direct and approve the processes for attaining an appropriate composition: • Consider an appropriate size for itself, with reference to the optimal mix of knowledge, skills, experience, diversity, independence (i.e. executive, non-executive and independent non-executive members), sufficiency in numbers for its committees, quorum requirements, regulatory requirements and diversity targets. • Approve nominations and ensure that the process for nomination, election and appointment is formal and transparent.	Applied	The Board is satisfied that its composition reflects the appropriate mix of knowledge, skills, experience and diversity. The Board comprises a majority of independent non-executive directors. In January 2023, the Board appointed Nicky Newton-King as an independent non-executive director. She continues to add value to the deliberations on the Board. As recommended by the Board evaluation outcomes, the Board has undertaken to augment its skills by obtaining new skills that are aligned to MTN's growth trajectory. This process is still underway. The Board appointments are conducted in accordance with an approved directors' appointment policy. The process is facilitated by the Directors Affairs and Corporate Governance Committee (DAGC), led by the Group Chairman. **Director due diligence and verification process** We acknowledge the importance of ensuring the integrity and efficacy of appointments to the Board. We assure stakeholders that we hold our obligations in this regard to the highest standards. As part of the evolution of our Group Board between 2019 and 2020, and anticipating that the majority of our operational subsidiaries would be listed separately in their respective countries, we re-evaluated how we select, verify and execute due diligence on our directors. We implemented a rigorous and open approach led by our Directors Appointment and Diversity Policy, which comprises a thorough set of processes designed to ensure that we recruit and appoint directors with the necessary skills, competence, and ethics. We have always verified and vetted our directors, but owing to changes in the corporate, geopolitical and economic climate, in recent times it has become necessary to strengthen our approach to screening appointments to the Group and its subsidiaries. The process is conducted under the oversight of the Directors Affairs and Governance Committee, led by the Group Chairman, and guided by our policy on the appointment of directors.	Page 92 – 93 IR.
8. Committees	The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties. **Recommended practices** Ensure that composition, roles and responsibilities of committees are complementary, not fragmented or duplicated and that there is no undue reliance or dominance by any member. Allow any member to attend any committee meeting as an observer and allow management to attend by standing or *ad hoc* invitation.	Applied	The Board has constituted the following committees, with delegation for certain Board responsibilities, and report on how each committee has discharged its duties. • Risk Management and Compliance Committee • Human Capital and Compensation Committee • Directors Affairs and Corporate Governance Committee • Audit Committee • Social, Ethics and Sustainability Committee • Finance and Investment Committee • Strategy execution committee (*ad hoc*) We also have external advisors, executive directors and management attending the meetings by invitation to provide pertinent information and insights in their areas of responsibility. Any member of the Board is permitted to attend the committee meetings by invitation. **Review of the committee mandates** Annually, the key focus is to review and approve the committee terms of reference in light of new trends in governance. More information of the activities of each of the committees is set out in the IR.	Page 91 IR.

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
9. Evaluation of performance	The governing body should ensure that the evaluation of its own performance and that of its committees, its Chair and its individual members, support continued improvement in its performance and effectiveness. **Recommended practices** Appoint a lead independent director if there is not one to lead the evaluation of the Chair: • Ensure that every two years an externally facilitated performance evaluation (or one not in accordance with the approved methodology of the governing body) is conducted on itself, its committees, its Chair and individual members; and every alternate year reflect on the performance of itself, its committee, its Chair and its members. • Disclose a description of the performance evaluations, scope, formality, whether or not externally facilitated, an overview of results and remedial actions, whether it is satisfied that it is improving its performance and effectiveness.	Applied	The Board recognises that in order to remain effective, it must induct, evaluate, develop and change its members from time to time to fulfil the company's needs and objectives. Having this in mind, in 2023 the Board enlisted the assistance of an external facilitator to facilitate an independent Board evaluation on the Chairman, the Board members, as well as committees. The evaluation includes the committees, the Chairman and the individual members. Following the outcomes, the remedial actions are undertaken under the leadership of the Chairman assisted by the Company Secretary. The evaluation afforded the directors an opportunity to self-reflect and identify areas for improving Board performance. The evaluation highlighted key matters to be considered by the Board, as it looks to provide direction on ***Ambition 2025***. The outcomes of the Board evaluation are set out in the Governance Report.	Page 96 IR.
10. Appointment and delegation to management	The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities. **Recommended practices** Reserve certain powers and matters for itself and set those powers and matters to be delegated to management via the Chief Executive Officer (CEO): • Approve a delegation of authority framework, including specifically to satisfy itself on succession planning for executive management and key positions. • Disclose whether it is satisfied with the delegation of authority framework.	Applied	In 2022, an overhaul of the Group Board delegation of authority to management was conducted. The old delegation of authority has been redesigned into a Decision-Making Framework (DMF). In 2023, we progressed in implementing our new DMF, which represents a significant step towards modernising decision thresholds within MTN. This ongoing initiative is designed to ensure that decisions are being made at the appropriate levels and are increasingly mindful of the evolving dynamics of the business. Through this iterative process, we are striving to empower stakeholders and enhance their involvement in decision-making processes. As we continue to refine and adjust the framework, we are working towards a more responsive and adaptive approach to decision-making that effectively addresses the changing needs of the business environment. The DMF considers the need for agility, the nuances of the various listed subsidiary entities, the requirements of ***Ambition 2025*** and the outcomes of the Board evaluation. The Group President and CEO has a clearly defined mandate and is accountable for the day-to-day activities. In 2024, our focus will be on identifying the areas of implementation that present challenges and working to strengthen our DMF even more. Our goal is to address the pain points in the current implementation process and push for continuous improvement to make our DMF more effective and efficient.	

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
11. Risk governance	The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives. **Recommended practices** Treat risk as an integral part of decision making and adherence to duties, approve risk policy, evaluate and agree on the risks it is prepared to take (i.e. risk appetite and risk tolerance levels): • Oversee the risk management (including assessment of risks and opportunities). • Disclose nature and extent of risks and opportunities; overview of the risk management system; areas of focus; key risks, unexpected risks, risks taken outside tolerance levels; and actions to monitor and address risk management.	Applied	The Board understands and takes accountability for all risks that potentially affect the achievement of its strategic objectives. At MTN, we adopt a holistic approach to risk management, integrating it across our entire organisation to empower management in actively identifying and addressing risks and opportunities affecting our strategic and operational goals. We prioritise risk management as a fundamental skill, fostering a risk-aware culture through top-down, bottom-up and emerging risk scanning methods. This approach guarantees comprehensive coverage, alignment with our business scale and the efficacy of our mitigation strategies, focusing on the most significant risks after considering potential event likelihoods, impacts and the strength of current mitigations and controls. The MTN Board and its committees are committed to thorough oversight of our integrated risk management framework, engaging consistently with management to cover a broad range of activities and affirm risk management effectiveness. Furthermore, Opco-level risks receive detailed attention at both the Opco executive committees and Opco audit and risk committees, ensuring local concerns are adequately addressed and integrated into our wider risk management strategy The Risk and Compliance Committee continues to oversee the implementation of the revised risk management methodology, which consists of a dynamic risk universe, enhanced identification and understanding of the factors and events that may impact the achievement of the company's strategic and business priorities. The top risks are being monitored at Exco and at the Board level and these are managed through effective mitigations plans and monitoring where each risk owner is accountable. The risk and compliance department reports monthly to the Executive Enterprise Risk and Compliance Management Committee (ERMCO) chaired by the Chief Risk Officer. In approving the business plans, the Board considers the risk-adjusted budget which takes into consideration different risk scenarios and stress testing the business plan. More information on risk governance is set out in the IR.	Page 47 – 57 IR.
12. Technology governance	The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives. **Recommended practices** Oversee results of management's implementation (including integration, business resilience, monitoring for responsiveness to cybersecurity and social media risks, third party and outsourced service provider risks, value delivered from technology investments and projects, disposal of obsolete technology and information, ethical and responsible use and compliance with laws).	Applied	Although the Group Board remains accountable for the governance of technology, the Board has delegated the oversight and governance thereof to management and monitors the related governance risks and opportunities through the Risk and Compliance Committee. Management drives and promotes the efficient, effective, secure and acceptable use of the technology and information across the Group. The Group Chief Technology Officer (GCTIO) is responsible for oversight over the technology, information systems and security (collectively referred to as "technology") across the MTN Group, including the technology governance design, development, execution and monitoring. Technology policies are approved by the Group Policy Steering Committee. Management ensures that all IT and network-related projects are aligned to a defined project management methodology, which considers the integration of the IT and network strategies to the business strategy objectives and the IT sustainability plan. Management has established a governance structure that comprises of several governance bodies (committees) to oversee matters relating to technology across the Group.	Page 26 – 31 IR.

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
13. Compliance governance	The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen. **Recommended practices** Approve policy that directs compliance: • Delegate to management the responsibility for implementing compliance management. • Oversee compliance management so that it is understood, relates holistically and is responsive to changes and developments following continuous monitoring of the regulatory environment.	Applied	MTN has remained committed to taking a proactive approach to compliance and improving our compliance programme to ensure that we meet our obligations and stay ahead of emerging risks. We placed strong emphasis on compliance monitoring and testing and evaluated the effectiveness of our control environment. As a result, we launched an internal control improvement programme to further strengthen our compliance posture. We continued to implement our data privacy programme and enhance our data protection measures. We also have a Compliance Policy that requires all Operations, directors and employees to comply with all applicable laws. We are focused on leveraging technology to enhance our compliance processes, recognising that technology is a key enabler for effective compliance. MTN has a risk and compliance department, which is replicated in all operating companies with a central function established at Group level. The risk and compliance department reports monthly to the ERMCO, which is a sub-committee of Group Exco, chaired by the Chief Risk Officer. In addition, there is a monthly Compliance Steering Committee that interrogates and receives updates on compliance matters. On a quarterly basis, the Group Risk, Compliance and Committee provides oversight on compliance matters.	

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
14. Remuneration governance	The governing body should ensure that the organisation remunerates fairly, responsibly and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term. **Recommended practices** • Design the remuneration policy to attract and retain human capital, promote achievement of strategic objectives, positive outcomes, an ethical culture and responsible corporate citizenship. • In the remuneration policy, address organisation-wide remuneration and that of executive management, so that it is fair and responsible; use appropriate measures and outline voting by shareholders.	Applied	In 2023, we continued to work to enable a high-performance and rewarding culture. MTN's various remuneration policies remain externally competitive and are benchmarked against best practice. The Group Human Capital and Remuneration Committee is tasked with providing oversight on all matters relating to remuneration and human capital. MTN endeavours to align its rewards to key performance metrics, which include a combination of financial and non-financial performance measures, linked to our long and short-term objectives. We strive to ensure that our internal remuneration packages are both equitable and fair for roles. In 2023, the company's implementation report was presented to shareholders and met the minimum required shareholder approval threshold. We are pleased with the notable increase in approval rates for both the remuneration policy and implementation report in 2023. The voting outcomes, with percentages of 88.6% and 81.38% respectively, reflect a high level of trust and confidence from shareholders, which we continue to work on. The Board is aware that there is always room for improvement in this area and is actively dedicated to enhancing all relevant aspects. Annually, MTN proactively engages with shareholders to identify their concerns, specifically focused on the implementation report. Discussions at our governance roadshows are particularly constructive and encouraging. Should MTN fail to attain the necessary approval threshold on these matters, the company will engage with dissenting shareholders to address their feedback. Management, particularly through oversight from the Human Capital And Remuneration Committee, is diligently reviewing and addressing shareholder concerns, with a commitment to presenting refined policies at each Annual General Meeting. More information on MTN's remuneration policies is set out in the IR.	Page 102 – 143 IR.
15. Assurance	The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision making and of the organisation's external report. **Recommended practices** Ensure a combined assurance model is applied that covers the significant risks and material matters through a combination of the organisation's line functions, risk and compliance functions, internal auditors, fraud examiners, safety assessors, actuaries and external auditors.	Applied	The Board has approved the combined assurance methodology that has been implemented across the Group. A co-ordinated and integrated approach is utilised to enable a control environment that is effective. The implementation of a revised second and third-line assurance model has geared the organisation to deal with the challenges faced by the Group.	

King IV Assessment Report continued

Principle	King IV	Status	Explain	Reference
16. Stakeholders	In the execution of its governance roles and responsibilities, the governing body should adopt a stakeholder- inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the organisation over time. **Recommended practices** Oversee the management of stakeholder relationships, including methodology for identification, material stakeholders, management of stakeholder risk, formal mechanisms for engagement and communication, and measurement of quality of stakeholder engagement.	Applied	Standardised, consistent and well-governed stakeholder engagement is a business imperative for the MTN Group. This approach enables increased assurance to the Board that all stakeholder issues have been identified, prioritised and appropriately addressed. In 2023, we revamped our Group stakeholder and reputation management framework. This comprehensive framework includes our Stakeholder and Reputation Management Strategy, Stakeholder Management Policy, and a practical Playbook for implementation across our footprint. Within this strategic and policy framework, our operations identify and map out key stakeholders in their markets, plan their engagement in a proactive manner, and maintain records of official interactions. The policy ensures proper governance, compliance with the King IV, establishes baseline standards for effective stakeholder engagement, and directs management efforts across all our markets. Three strategic priorities in the strategy remain (1) drive reputation, (2) Invest in healthy and long-term relationships and (3) focus on the quality of our engagement as well as responding with agility to stakeholder expectations, needs and concerns. This enables us to listen to stakeholder expectations and views on sustainability-related issues, respond promptly and comprehensively, while creating deeper understanding of our stakeholders' needs as we journey to provide more people with the benefits of a modern connected life.	Page 34 – 39 IR. More information in SR
17. Institutional investors	The governing body of an institutional investor organisation should ensure that responsible investment is practised by the organisation to promote good governance and the creation of value by the companies in which it invests.	Not applicable	MTN is not an institutional investor, therefore MTN does not have a formal investment policy, all our investment initiatives are approved through a formal process facilitated by the Finance and Investment Committee.	

www.mtn.com

Tel: +27 11 912 3000

Innovation Centre
216 14th Avenue
Fairland, 2195
South Africa

everywhere you go