

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 Tuesday, 29 May 2012, 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 shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, vote and speak in his/her/its stead at the annual general meeting. A proxy need not be a shareholder of the Company.

I/We (names in block letter)

of (address).....

being a shareholder(s) of the Company, and entitled to vote, do hereby appoint.....of

..... or failing him/her,

..... of..... or failing him/her,

the chairperson 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 Tuesday, 29 May 2012, 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 1.1: Re-election of AP Harper as a director			
2	Ordinary resolution number 1.2: Re-election of MLD Marole as a director			
3	Ordinary resolution number 1.3: Re-election of NP Mageza as a director			
4	Ordinary resolution number 1.4: Re-election of AF van Biljon as a director			
5	Ordinary resolution number 2.1: To elect AF van Biljon as a member and chairperson of the audit committee			
6	Ordinary resolution number 2.2: To elect J van Rooyen as a member of the audit committee			
7	Ordinary resolution number 2.3: To elect NP Mageza as a member of the audit committee			
8	Ordinary resolution number 2.4: To elect MJN Njeke as a member of the audit committee			
9	Ordinary resolution number 3: Reappointment of joint independent auditors			
10	Ordinary resolution number 4: To authorise the directors to allot and issue all unissued ordinary shares of 0,01 cent in the share capital of the Company (subject to a maximum of 10% of the issued shares and the further limits in the resolution)			
11	Advisory endorsement: Endorsement of the remuneration philosophy (policy)			
SPECIAL RESOLUTIONS				
12	Special resolution number 1: To approve the remuneration payable to non-executive directors			
13	Special resolution number 2: To approve an authority for the Company and/or any of its subsidiaries to repurchase or purchase, as the case may be, shares in the Company			
14	Special resolution number 3: To approve the granting of financial assistance by the Company to its subsidiaries and other related and inter-related companies and corporations and to directors, prescribed officers and other persons participating in share or other employee incentive schemes. 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 aton2012

Full name(s)..... (in block letters)

Signature(s).....

Assisted by (guardian))..... date.....

If signing in a representative capacity, see note below.

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 Friday, 25 May 2012.
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 Friday, 25 May 2012.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of his/her/its choice in the space/s provided, with or without deleting "the chairperson 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 chairperson 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/it deems fit in respect of the entire 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/its 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. The proxy shall (unless this sentence is struck out and countersigned) have the authority to vote, as he/she deems fit, on any other resolution which may validly be proposed at the meeting, including in respect of any proposed amendment to the above resolutions. If the foregoing sentence is struck out, the proxy shall be deemed to be instructed to vote against any such proposed additional resolution and/or proposed amendment to an existing resolution as proposed in the notice to which this form is attached.
6. To be effective, completed proxy forms must be lodged with the Company at its registered address or at the Company's South African transfer secretaries at the address stipulated below, not less than 48 hours before the time appointed for the holding of the meeting, in accordance with article 70 of the Company's memorandum of incorporation. As the meeting is to be held at 14:30 on Tuesday, 29 May 2012, proxy forms must be lodged on or before 14:30 on Friday, 25 May 2012.
7. 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.
8. The chairperson of the general meeting may reject or accept any proxy form which is completed and/or received other than in compliance with these notes.
9. Any alteration to this proxy form, other than a deletion of alternatives, must be initialled by the signatory.
10. 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.
11. Where there are joint holders of shares:
 - 11.1 any one holder may sign the proxy form; and
 - 11.2 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.
12. A minor must be assisted by his/her parent or legal guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
13. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.

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, Fax number: +27 11 668 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.