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, 28 May 2013, 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 (including certificated shareholders and dematerialised shareholders who hold their shares with "own name" registration) 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 letters)

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, 28 May 2013, 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 AT Mikati as a director			
2	**Ordinary resolution number 1.2:** Re-election of RS Dabengwa as a director			
3	**Ordinary resolution number 1.3:** Re-election of NI Patel as a director			
4	**Ordinary resolution number 1.4:** Re-election of AF van Biljon as a director			
5	**Ordinary resolution number 1.5:** Re-election of JHN Strydom as a director			
6	**Ordinary resolution number 1.6:** Election of F Titi as a director			
7	**Ordinary resolution number 2.1:** To elect AF van Biljon as a member of the audit committee			
8	**Ordinary resolution number 2.2:** To elect NP Mageza as a member of the audit committee			
9	**Ordinary resolution number 2.3:** To elect J van Rooyen as a member of the audit committee			
10	**Ordinary resolution number 2.4:** To elect MJN Njeke as a member of the audit committee			
11	**Ordinary resolution number 3:** Re-appointment of joint independent auditors			
12	**Ordinary resolution number 4:** General authority for directors to allot and issue ordinary shares			
13	**Advisory endorsement:** Endorsement of the remuneration philosophy (policy)			
SPECIAL RESOLUTIONS				
14	**Special resolution number 1:** To approve the remuneration increase payable to non-executive directors			
15	**Special resolution number 2:** To adopt the new memorandum of incorporation of the Company			
16	**Special resolution number 3:** 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			
17	**Special resolution number 4:** 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			
18	**Special resolution number 5:** To approve the granting of financial assistance in relation to MTN Zakhele (RF) Limited transaction			

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 2013

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

Signature(s) ....

Assisted by (guardian) .... Date ....

If signing in a representative capacity, see note on next page.