



# MTN Zakhele Futhi (RF) Limited

Registration number 2016/268837/06

## Voting Results of Annual General Meeting held on 5 September 2018

MTN Zakhele Futhi (RF) Limited ("MTN Zakhele Futhi" or the "Company") would like to announce that its Annual General Meeting held at 11:30 (South Africa time) on 5 September 2018 at Gallagher Convention Centre, 19 Richards Drive, Midrand, Johannesburg, was successfully concluded.

Shareholders representing a total of 54 891 488, which represents 44,5% of the issued shares (123 416 818), were represented at the AGM (including abstentions).

All resolutions were duly passed by shareholders by way of a poll. The voting results for the AGM are confirmed to be as follows:

Resolution	Votes for	%	Votes against	%	Votes total	%	Votes withheld
<b><u>Ordinary Resolutions</u></b>							
Ordinary Resolution 1: Confirmation of re-election of Grant Gelink as director.	54 734 273	100,00	2 093	0,00	54 736 366	44,35	3 376
Ordinary Resolution 2: Election of Sindisiwe Mabaso-Koyana as a member of the audit committee.	54 858 953	99,99	7 608	0,01	54 866 561	44,46	1 850
Ordinary Resolution 3: Election of Sonja De Bruyn Sebotsa as a member of the audit committee.	54 852 363	100,00	2 151	0,00	54 854 514	44,45	1 374
Ordinary Resolution 4: Election of Grant Gelink as a member and Chairperson of the audit committee.	54 843 104	99,98	9 515	0,02	54 852 619	44,45	7 151
Ordinary Resolution 5: Re-appointment of independent auditors	54 855 362	99,99	3 051	0,01	54 858 413	44,45	6 204
<b><u>Special Resolutions</u></b>							
Special Resolution 1: Approving the remuneration payable to directors	54 112 493	98,82	646 396	1,18	54 758 889	44,37	17 502

Full details of the resolutions are set out in the Notice to the Annual General Meeting, dated 3 August 2018.

Ordinary resolutions 1 to 5 require more than 50% of the shareholders votes to be cast in favour of the resolutions. Special resolution 1 requires more than 75% of the shareholders votes to be cast in favour of the resolution.