

MTN ZAKHELE FUTHI (RF) LIMITED - JOINT ANNOUNCEMENT REGARDING THE EXTENSION OF THE 2016 MTN SCHEME OPERATED THROUGH MTNZF



12 November 2024 16:00

Joint Announcement Regarding the Extension of the 2016 MTN Scheme Operated Through MTNZF

MTN Group Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1994/009584/06)
Share code: MTN
ISIN: ZAE000042164
("MTN")

MTN Zakhele Futhi (RF) Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2016/268837/06)
Share code: MTNZF
ISIN: ZAE000279402
LEI: 378900429C4F73B1BE74
("MTNZF")

JOINT ANNOUNCEMENT REGARDING THE EXTENSION OF THE 2016 MTN BROAD-BASED BLACK ECONOMIC EMPOWERMENT SCHEME OPERATED THROUGH MTNZF ("SCHEME") ("SCHEME EXTENSION")

Shareholders of MTN ("MTN Shareholders") and shareholders of MTNZF ("MTNZF Shareholders") are referred to the announcements released on the Stock Exchange News Service of the JSE Limited on:

- 15 October 2024, in which MTN announced the results of the MTN general meeting held on 14 October 2024 ("MTN GM Results");
- 16 October 2024, in which MTNZF referred MTNZF Shareholders to the MTN GM Results; and
- 22 October 2024, in which MTNZF announced the results of the MTNZF extraordinary general meeting held on 21 October 2024.

MTN Shareholders and MTNZF Shareholders were advised that the Scheme Extension remained subject to certain conditions precedent described in the MTN circular issued on 13 September 2024 and the MTNZF circular issued on 20 September 2024 (the "MTNZF Circular"), both in connection with the Scheme Extension.

MTN and MTNZF are pleased to announce that the last of these conditions precedent was fulfilled on 12 November 2024, and that the Scheme Extension is accordingly effective as of 12 November 2024. The scheduled maturity date of the Scheme is, by reason of the Scheme Extension, now 23 November 2027.

MTNZF Shareholders are advised that:

- the Facilitated Trading Process Verification Terms and Conditions (as defined in the MTNZF Circular) which regulate holding, trading or transfer of MTNZF ordinary shares will be amended to reflect and give effect to the Scheme Extension with effect from 13 November 2024 and will be made available on (or via a link from) the MTNZF website and from the MTNZF Call Centre (Singular) (as defined in the MTNZF Circular), details of which are set out below:

MTNZF website: www.mtnzakhelefuthi.co.za

contact number of Singular: 010 476 2012; and

- the Independent Trading Process Verification Terms and Conditions (as defined in the MTNZF Circular) which regulate holding, trading or transfer of MTNZF ordinary shares will be amended to reflect and give effect to the Scheme Extension with effect from 13 November 2024 and will be made available on (or via a link from) the MTNZF website and from the MTNZF Call Centre (SSA) (as defined in the MTNZF Circular), details of which are set out below:

MTNZF website: www.mtnzakhelefuthi.co.za

contact number of Nedbank (acting through its Share Scheme Administration business unit): 083 900 6863.

MTNZF Shareholders are reminded that the MTNZF Circular is available on the MTNZF website at <https://www.mtnzakhelefuthi.co.za/Home/EGM>.

Sandton
12 November 2024

Legal and tax advisor to MTN
Webber Wentzel Attorneys

Legal and tax advisor to MTNZF
Webber Wentzel Attorneys

Financial advisor to MTN
Rand Merchant Bank, a division of FirstRand Bank Limited

Financial advisor and sponsor to MTNZF
Tamela Holdings Proprietary Limited

Transaction and lead sponsor to MTN
Tamela Holdings Proprietary Limited

Joint sponsor to MTN
J.P. Morgan Equities (SA) Proprietary Limited

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