

MTN ZAKHELE FUTHI (RF) LIMITED - LAUNCH OF ACCELERATED BOOKBUILD OFFERING OF MTN GROUP LIMITED SHARES HELD BY MTNZF



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Launch of Accelerated Bookbuild Offering of MTN Group Limited shares held by MTNZF

MTN Zakhele Futhi (RF) Limited
(Incorporated in the Republic of South Africa)
(Date of incorporation: 21 June 2016)
(Registration number: 2016/268837/06)
(JSE Share code: MTNZF)
(ISIN: ZAE000279402)
(LEI: 378900429C4F73B1BE74)
("MTNZF")

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LAUNCH OF ACCELERATED BOOKBUILD OFFERING OF MTN GROUP LIMITED SHARES HELD BY MTNZF

MTNZF shareholders are referred to the "Joint Announcement Regarding the Extension of the 2016 MTN Broad-Based Black Economic Empowerment Scheme Operated through MTNZF ("Scheme") ("Scheme Extension")" released by MTNZF and MTN Group Limited ("MTN") on the Stock Exchange News Service of the JSE Limited on 12 November 2024 in which MTNZF shareholders were advised that the last of the conditions precedent to the Scheme Extension was fulfilled on 12 November 2024, and that the Scheme Extension was 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.

The MTNZF board of directors ("Board") has discretion to realise value during the three-year Scheme Extension period by either partially or fully unwinding the Scheme and settling the (i) third-party preference share funding (ii) the notional vendor funding, provided by MTN ("NVF") (together, "Funding Obligations") (together, "Unwind While the Funding Obligations remain outstanding, MTNZF requires the consent of the relevant funders, including MTN, to implement an Unwind or any derivative transaction.

The Board, in the exercise of its discretion, has determined that this is an opportune time to fully Unwind the Scheme and settle its Funding Obligations. As a result and having received the relevant funder and MTN consent MTNZF hereby announces the launch of an accelerated bookbuild offering (the "Placement") of up to 23,768,040 MTN ordinary shares held by MTNZF (the "Placement Shares"). Should MTNZF fully Unwind the Scheme and settle its Funding Obligations as contemplated herein, MTNZF's assets will primarily comprise of cash.

MTNZF intends to use the net proceeds of the Placement to settle its outstanding preference share funding, pay or provide for any applicable taxes, cover Unwind costs and distribute the balance of proceeds to the MTNZF ordinary shareholders at the appropriate time. MTN, as a c. 14.8% ordinary shareholder in MTNZF, may therefore receive some of the proceeds from the Placement when MTNZF distributes the balance of proceeds to the MTNZF ordinary shareholders.

The Placement Shares represent approximately 1.26% of the total issued ordinary shares of MTN. The Placement is being made to qualifying investors only (as described in greater detail in the "Important Notice" below), subject to customary selling restrictions, and is not an offer to the public in South Africa or any other jurisdiction. Participation in the Placement is reserved for invited investors only and subject to the terms and conditions set out in the Placement Memorandum to the invited investors.

The order book for the Placement is open with immediate effect and is expected to close as soon as possible. Pricing and allocations will be announced as soon as practicable following the closing of the order book.

Pursuant to a placement agreement entered with MTNZF (the "Placement Agreement"), Rand Merchant Bank (a division of FirstRand Bank Limited) and Morgan Stanley & Co International Plc (the "Joint Bookrunners") are acting as Joint Bookrunners for the Placement.

In addition, MTNZF has provided MTN with a notice setting out an offer of early settlement of the full NVF balance in terms of the relevant provisions of the MTN 2016 Tranche 1 Subscription and Call Option Agreement" entered into between MTN and MTNZF on or about 21 August 2016, as amended ("NVF Call Option Early Exercise Offer").

The call option under the NVF Call Option Early Exercise Offer is exercisable on Monday, 23 June 2025 and is subject to the full settlement of the preference share funding and related obligations in accordance with the funding agreements, which is currently anticipated to occur by no later than Friday, 20 June 2025. MTN has authorised the settlement of the NVF and is accordingly expected to exercise the call option on Monday, 23 June 2025, with settlement occurring on or about Friday, 27 June 2025.

Any MTN ordinary shares not sold in the Placement and not used to settle the NVF Call Option Early Exercise Offer are expected to be de minimis in aggregate size, and will not be subject to a lock-up.

The Board will update shareholders regarding the exercise of the call option under the NVF Call Option Early Exercise Offer in due course.

Sandton
11 June 2025

Joint Bookrunners to MTNZF:
Rand Merchant Bank (a division of FirstRand Bank Limited)

Morgan Stanley & Co International Plc

Financial Advisor and Sponsor to MTNZF:
Tamela Holdings Proprietary Limited

Legal Advisor to MTNZF:
Webber Wentzel Attorneys and Hogan Lovells International LLP

Legal Advisor to the Joint Bookrunners:
DLA Piper Advisory Services Proprietary Limited and DLA Piper Singapore Pte. Ltd

IMPORTANT NOTICE

This announcement is for information purposes only and shall not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States of America, including its territories and possessions, any state of the United States and the District of Columbia (the "United States"), Canada, Australia or Japan or any other country where such offer or solicitation is unlawful or requires registration or any other measures ("Restricted Territories"). This announcement and the information contained herein is restricted and is not for publication or distribution, directly or indirectly, in whole or in part, in or into any Restricted Territory. Compliance with these restrictions may constitute a violation of the securities laws of such jurisdictions.

In South Africa, the Placement will only be made by way of separate private placement to: (i) selected persons falling within one of the specified categories listed in section 96(1)(a) of the South African Companies Act 71 of 2008, as amended (the "South African Companies Act"); or (ii) selected persons, each acting as principal, acquiring Placement Shares for a total acquisition cost of ZAR1,000,000 or more, as contemplated in section 96(1)(b) of the South African Companies Act ("South African Qualifying Investors"). In South Africa, the Placement is not being made to, and cannot be accepted by, any person that is not a South African Qualifying Investor or any person that is otherwise prohibited from participating in the Placement for any reason in South Africa. This announcement is only being made available to such South African Qualifying Investors. Accordingly (i) the Placement is not an "offer to the public" as contemplated in the South African Companies Act; (ii) the information contained in this announcement does not, nor does it intend to, constitute a "registered prospectus" or an "advertisement" in relation to an "offer to the public", as contemplated by the South African Companies Act and the South African Companies Regulations of 2011 (the "Companies Regulations"); and (iii) no prospectus has been filed with the South African Companies and Intellectual Property Commission ("CIPC") in respect of the Placement. As a result, this announcement does not comply with the substance and form requirements for a prospectus set out in the South African Companies Act and the Companies Regulations, and has not been approved by, and/or registered with, the CIPC.

The information contained in this announcement constitutes factual information as contemplated in section 1(3) of the South African Financial Advisory and Intermediary Services Act, 32 of 2002, as amended ("FAIS Act") and should not be construed as an express or implied recommendation, guide or proposal that any particular transaction in respect of the Placement Shares or in relation to the business or future investments of MTNZF and/or MTN, is appropriate to the particular investment objectives, financial situations or needs of a prospective investor. Nothing in this announcement should be construed as constituting the canvassing for, or marketing or advertisement of, financial services in South Africa. MTNZF is not a financial services provider licensed as such under the FAIS Act.

In terms of the Exchange Control Regulations of South Africa, any share certificates that might be issued to non-resident shareholders will be endorsed 'Non-Resident'. Any new share certificates, dividend and residual cash payments based on emigrants' shares controlled in terms of the Exchange Control Regulations, will be forwarded to the Authorised Dealer controlling their remaining assets. The election by emigrants for the above purpose may be made through the Authorised Dealer controlling their remaining assets. Such share certificates will be endorsed 'Non-Resident'. Dividend and residual cash payments due to non-residents are freely transferable from South Africa.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold, directly or indirectly, in or into the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to publicly offer the securities in the United States. The securities referred to herein have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the securities referred to herein. Subject to certain limited exceptions, securities are not being offered or sold in the United States.

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This announcement has been issued by, and is the responsibility of, MTNZF. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be assumed by the Joint Bookrunners or by any of their affiliates or agents as to or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any

interested party or its advisers, and any liability therefor is expressly disclaimed.

The Joint Bookrunners and their affiliates are acting jointly for MTNZF and no one else in connection with the Placement and will not be responsible to anyone other than MTNZF for providing the protections afforded to the clients nor for providing advice in relation to the Placement and/or any other matter referred to in this announcement. Apart from the responsibilities and liabilities, if any, which may be imposed on the Joint Bookrunners or their affiliates by their regulatory regimes, neither the Joint Bookrunners nor any of their affiliates accept any responsibility whatsoever for the contents of the information contained in this announcement or for other statement made or purported to be made by or on behalf of MTNZF, the Joint Bookrunners or any of their affiliates in connection with MTN, MTNZF, the Placement Shares or the Placement. The Joint Bookrunners and each of their affiliates accordingly, and to the maximum extent permissible under applicable law, disclaim all any responsibility and liability whatsoever, whether arising in delict, contract or otherwise (save as referred above) in respect of any statements or other information contained in this announcement and no representation, warranty, express or implied, is made by the Joint Bookrunners or any of their affiliates as to the accuracy, completeness or sufficiency of the information contained in this announcement.

The distribution of this announcement and the offering of the Placement Shares in certain jurisdictions may be restricted by law. No action has been taken by or on behalf of MTNZF or the Joint Bookrunners that would permit an offering of such shares or possession or distribution of this announcement or any other offering or public material relating to such shares in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by MTNZF and the Joint Bookrunners to inform themselves about, and to observe, such restrictions.

This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) may be associated with an investment in the Placement Shares. Any investment decision to buy Placement Shares in the Placement must be made solely on the basis of publicly available information, which has not been independently verified by the Joint Bookrunners and/or MTNZF.

This announcement does not represent the announcement of a definitive agreement to proceed with the Placement and, accordingly, there can be no certainty that the Placement will proceed. MTNZF reserves the right not to proceed with the Placement or to vary any terms of the Placement in any way.

The Placement Shares to be sold pursuant to the Placement are admitted to trading on the stock exchange operated by the JSE Limited and, so far as MTNZF is aware, it is not intended that they will be admitted to trading on any other stock exchange.

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