

MTN Zakhele Futhi (RF) Limited ("MTNZF")

(Registration number 2016/268837/06)

(Incorporated in South Africa)

APPLICATION FORM (BLACK GROUPS) (manual version)

(This is the Application Form to be completed by Black Groups that are not already MTNZF Shareholders and who want to apply to MTNZF for approval to become an Eligible MTNZF Shareholder.)

Instructions

- 1) You must fill in and complete this Application Form (Black Groups) (manual version) (this "**Form**") manually in CAPITAL LETTERS and BLACK INK.
- 2) Specific meanings (definitions) have been given to some words and phrases in this Form. These words and phrases start with a capital letter. The only defined words that do not always have a capital letter are the words "**you**", "**we**" and "**us**". A list of defined words and phrases, and also the meanings we have given them, is contained in the document titled "**MTNZF Interpretation and Definitions**" ("**Definitions Schedule**"), which is available on the MTNZF Website (<https://www.mtnzakhelefuthi.co.za>) or can be requested from the MTNZF Call Centre (083 900 6838). Sometimes the definitions of a word or phrase can also be found in the body of this Form (in the same way that we have defined this Application Form (Black Groups) (manual version) as this "**Form**" in paragraph 1 above). The words and phrases that have been defined will have the same meaning wherever they are used in this Form.
- 3) You may only complete this Form if you are a Black Group.
- 4) If you make changes or corrections to the information that you fill or complete in this Form, you must put your full signature next to those changes and corrections.
- 5) When you give this Form to MTNZF, you must also give the appropriate Supporting Documents which are listed at the end of this Form.
- 6) You must fill in and complete this Form manually and send it (properly completed and signed), together with the required Supporting Documents, to MTNZF by email, post or hand delivery. The email, post and hand delivery details are:

Email: SSA-MTNZFVerification@Nedbank.co.za;
Postal address: MTN Zakhele Futhi Share Scheme Administration
PO Box 1144
Johannesburg
2000;
Hand delivery: MTN Zakhele Futhi Share Scheme Administration
5th Floor, Block D
135 Rivonia Road
Sandown, Sandton
2196.
- 7) Any Supporting Documents delivered by hand or by post must be originals or certified copies. Any Supporting Documents sent by email or other electronic means must be certified copies.
- 8) Copies must be certified by a Commissioner of Oaths and can, for example, be certified at any South African Police Station.
- 9) If you have any questions regarding the contents of this Form, please contact the MTNZF Call Centre.

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BEE STATUS

Please specify (if applicable) the percentage involvement in the ownership by: (i) Black People; (ii) Black women (if known) and (iii) Black new entrants (if known), using the "flow-through principle" according to the Codes to determine the following percentages (" http://www.thedti.gov.za "):							
	% Economic interest			% Exercisable voting rights			
% Black ownership			%				%
% Black women ownership			%				%
% Members who are Black new entrants			%				%

CONTACT DETAILS FOR APPLICANT

Cell phone number: (Note: unless specified otherwise this will be the same number as the Authorised Representative's cell phone number provided above.)		
Email address:		
Office phone number:		
Postal address:		
		Postal code:
Physical address:		
		Postal code:

SELECT METHOD OF TRANSACTING

For purposes of the BEE Verification Process please indicate below which process you intend transacting through. To help you to assess this, please refer to the document called MTNZF Frequently Asked Questions available on the MTNZF Website or from the MTNZF Call Centre.

Facilitated Trading Process	*
Independent Trading Process	*

NOTE: * Please tick (v) one

<p>Declaration and agreement</p> <p>To: MTN Zakhele Futhi (RF) Limited ("MTNZF")</p> <p>By signing this Form:</p> <p>We confirm that we have read and understand the Definitions Schedule.</p> <p>We, the Black Group identified as the Applicant in this Form, herein represented by the undersigned Authorised Representative, confirm to MTNZF that we have full legal capacity and are duly authorised hereby to apply to become an Eligible MTNZF Shareholder.</p> <p>We warrant to MTNZF that we are a Black Group incorporated or formed in South Africa as defined in the Definitions Schedule and that all of the information provided by us in this Form (including all Supporting Documents) is true and correct in all respects. We further warrant that, if we have submitted a Valid BEE</p>
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Ownership Certificate as one of our Supporting Documents, our ownership structure has not changed after obtaining that Valid BEE Ownership Certificate and the information recorded therein remains true and correct in all material respects.

We acknowledge that MTNZF will rely on the truthfulness and completeness of the information provided and statements made by us when making its decision to accept this Form.

We warrant that if we have previously submitted a Form, the information provided by us in this Form replaces and supersedes that prior form, from the date our Authorised Representative signs this Form.

We acknowledge to MTNZF that we have been informed that various restrictions are imposed upon the Disposal and/or Encumbrance of the MTNZF Shares as set out in the Relationship Agreement and summarised in paragraph 12 of Section 2 of the Prospectus. We undertake to MTNZF and MTN that, if MTNZF Shares are transferred to us, we will comply with the terms of the MTNZF MOI including all the restrictions contained in the MTNZF MOI, and we confirm and agree in favour of MTNZF and MTN that we are and will be bound by the provisions of the Relationship Agreement. We understand that if we contravene these restrictions and/or breach the terms of the Relationship Agreement we may have action taken against us which may result in us losing any benefit which we would otherwise have had in our investment in MTNZF.

We hereby acknowledge that we have read the Relationship Agreement and agree and undertake that, with immediate effect from the date of acquisition of any MTNZF Shares and/or beneficial interests in any MTNZF Shares, we will be bound by all of the provisions of the Relationship Agreement and the MTNZF MOI and all the terms thereof will be enforceable against us by the relevant parties to the Relationship Agreement as from the date of such acquisition.

We agree that MTNZF is entitled to verify our details and that we are obliged to assist in such verification promptly when requested to do so.

We acknowledge that:

1. the Privacy Policy is available on the MTNZF Website and may be updated from time to time; and
2. the Privacy Policy sets out how you may use our Personal Information (as defined in the Privacy Policy).

We acknowledge that once we have signed this Form, we will not be able to claim later that the details that we have included in this Form and in our Supporting Documents were not true and correct when we provided this Form or the Supporting Documents. MTN and/or MTNZF or other persons may also have claims and rights against us because of the details that we put in this Form, and providing false information could be a criminal offence.

Signature		Day	Month	Year
Name:				
Capacity/office held:	<p>Authorised Representative</p> <p>If you are not signing as the Authorised Representative of the Applicant but in a different capacity, please state this different capacity below. If you do not state this different capacity below, we will treat this as you signing as the Authorised Representative.</p> <p>Other capacity (if any): _____</p> <p>I am signing this Form in a representative capacity, and I confirm that I am authorised and competent to provide the Group's Personal Information (as defined in the Privacy Policy) to you.</p>			

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LIST OF SUPPORTING DOCUMENTS

A. THE APPLICANT MUST PROVIDE THE FOLLOWING SUPPORTING DOCUMENTS:

Any Supporting Documents delivered by hand or by post must be originals or certified copies. Any Supporting Documents sent by email or other electronic means must be certified copies.

Copies must be certified by a Commissioner of Oaths and can, for example, be certified at any South African Police Station.

Black Groups

SUPPORTING DOCUMENTS FOR ALL BLACK GROUPS

All Black Groups are required to submit the following Supporting Documents (in addition to the Additional Supporting Documents for the relevant Black Groups set out below):

- A valid Authorising Resolution, a form of which is attached as **Schedule 1** to this list of Supporting Documents;
- The green bar-coded South African identity document, the South African smart identity card (front and back required) or valid passport showing the South African identity number of the Authorised Representative;
- A valid BEE Ownership Certificate (subject to the conditions below under the heading "*Obtaining a Valid BEE Ownership Certificate*") or alternatively, BEE Ownership Documents, being the documents identified as such below in this list of Supporting Documents, and the following:
 - Declaration of percentage of black new entrants who, either directly or indirectly, hold an Effective Interest in the Black Group signed by the authorised representative;
 - Declaration of percentage of black designated groups (applicable for black employee share ownership schemes, black broad-based ownerships schemes, black co-operatives) who, either directly or indirectly, hold an Effective Interest in the Black Group signed by the Authorised Representative;
 - Indirect interests held by Black People require a detailed organogram;
 - A list of all of the Black People who, both directly or indirectly, hold an Effective Interest in the Black Group including their effective percentage economic interest held; and in relation to each such Black Person: a copy of the green bar-coded South African identity document, the South African smart identity card (front and back required) or valid passport showing the South African identity number of such Black Person;
 - BEE proof of identity for all of the Black People who, either directly or indirectly, hold an Effective Interest in the Black Group (i.e. shareholders, members, beneficiaries or partners);
 - If funding was acquired to purchase the shares in MTNZF, funding agreements (to ensure shares are not encumbered).

ADDITIONAL SUPPORTING DOCUMENTS FOR SPECIFIC BLACK GROUPS

Entity type	Required documents
Sole proprietor	<ul style="list-style-type: none"> • The following additional BEE Ownership Documents are required: <ul style="list-style-type: none"> ○ A copy of: (i) valid South African green barcoded identity document; or (ii) valid South African smart identity card (front and back required); or (iii) valid South African passport; ○ Original affidavit found on the following website: http://www.thedit.gov.za/gazettes/Affidavit_EME.pdf.
Black Companies (Note: References to "CoR" refer to the documents as per the Companies Act whereas	<ul style="list-style-type: none"> • The following additional BEE Ownership Documents are required: <ul style="list-style-type: none"> ○ Registration certificate (CoR14.3)/Certificate of incorporation (CM1); ○ Memorandum of Incorporation; ○ Certificate of change of name of company (CM9) (if applicable); ○ Securities register and share certificates;

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<p>references to "CM" refer to documents as per the Companies Act, No. 61 of 1973, which may still be applicable to Black Companies incorporated prior to 1 May 2010 (being the effective date of the Companies Act.)</p>	<ul style="list-style-type: none"> ○ Latest shareholders agreement and sale of shares agreement with any of the BEE shareholders (if applicable).
<p>Trusts</p>	<ul style="list-style-type: none"> ● The following additional BEE Ownership Documents are required: <ul style="list-style-type: none"> ○ Trust deed or other founding document, as currently in force, including all annexures to these documents; ○ Letters of authority issued by the Master of the High Court of South Africa in respect of the current trustees; ○ Schedule of beneficiaries; ○ To the extent that the proportion of the distributions towards black females, black designated groups and black new entrants are not reflected in the trust deed of the trust, representation from the trustees will be required.
<p>Partnerships</p>	<ul style="list-style-type: none"> ● The following additional BEE Ownership Documents are required: <ul style="list-style-type: none"> ○ Partnership agreement(s), as currently in force.
<p>Non-profit organisation</p>	<ul style="list-style-type: none"> ● The following additional BEE Ownership Documents are required: <ul style="list-style-type: none"> ○ Constitution or founding document; ○ Letter from an independent third party confirming the percentage of black beneficiaries and black female beneficiaries.
<p>Close corporations</p>	<ul style="list-style-type: none"> ● The following additional BEE Ownership Documents are required: <ul style="list-style-type: none"> ○ Founding statement and certificate of incorporation (CK1), as currently in force; ○ Amended founding statement (CK2), if applicable, as currently in force; ○ Certificate of change of name reflecting the current name of the company (if applicable); ○ Latest association agreement and sale of membership interest agreement with any of the BEE members (if applicable); ○ Register of members.
<p>Black Entities such as Stokvels</p>	<ul style="list-style-type: none"> ● The following additional BEE Ownership Documents are required: <ul style="list-style-type: none"> ○ Constitutional documents, founding documents or other such documents, as currently in force; ○ List of members of the Black Entity, if not included in the founding documents; ○ Any rules or regulations governing the operation and management of the Black Entity.
<p>Obtaining a BEE Ownership Certificate</p>	<p>An existing BEE Ownership Certificate may be submitted provided that:</p> <ul style="list-style-type: none"> ● it was obtained from a valid BEE Verification Agency; ● it is not older than 12 months; ● it contains the following information as defined in the Codes using the flow-through principle: <ul style="list-style-type: none"> ○ % exercisable voting rights of Black People (compulsory); and ○ % economic interest of Black People (compulsory). <p>It may also contain the following information as defined in the Codes using the</p>

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	<p>flow-through principle (not compulsory):</p> <ul style="list-style-type: none">○ % exercisable voting rights of black women (if known);○ % voting rights of black new entrants (if known);○ % economic interest of black women (if known);○ % economic interest of black new entrants (if known);○ whether the combined shareholding of black designated groups and/or black new entrants are equal to or higher than 5% (if known);○ % economic interest of black designated groups (if known);○ % economic interest of employee ownership schemes, broad-based ownership schemes and co-operatives; and○ the net value for all Black People. <p>The Black Group must also submit written confirmation, in the form of a written declaration signed by the relevant signatory/ies, that its ownership structure has not changed after obtaining the existing BEE Ownership Certificate and that the information recorded therein remains true and correct in all material respects.</p>
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Authorising Resolution for Black Groups

Resolutions of the directors, trustees, partners or members of

_____ (_____)
Black Group name Black Group registration number

(the "**Black Group**")

RESOLUTIONS

The directors, trustees, members or partners ("**we**") have been given the required notice and have agreed on ("**resolved**") the following:

Resolution 1

Purchasing, holding, selling and/or transferring MTNZF Shares

We agree (resolve) that the Black Group be and is authorised to do all things and sign all documents in respect of MTN Zakhele Futhi (RF) Limited ("**MTNZF**") regarding the purchasing, holding, selling and/or transferring of, or otherwise taking any action in relation to, the ordinary shares in MTNZF ("**MTN ZF Shares**"), including but not limited to (and to the extent applicable):

- applying to MTNZF for confirmation that the Black Group is eligible to become a holder (owner) of MTNZF Shares, and to complete, sign and implement all forms, documents and agreements for (and related to) such application process ("**Application Process**");
- applying to MTNZF to be verified to buy and/or sell and/or give/take transfer of MTNZF Shares, and to complete, sign and implement all forms, documents and agreements for (and related to) such verification process ("**BEE Verification Process**"); and
- otherwise engaging with, or issuing instructions to MTNZF, any of its service providers and/or any third parties rendering services to the Black Group, from time to time, in respect of the buying, holding, selling and/or transferring of, or otherwise taking any action in relation to, MTNZF Shares (including, but not limited to any action in relation to any corporate action affecting the Black Group's holding of MTNZF Shares).

Resolution 2

Appointment of Authorised Representative

We appoint _____ (insert name),

with ID number _____ (insert ID number),

as "**Authorised Representative**" of the Black Group.

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We agree (resolve) that the Authorised Representative is allowed to do the following, for the Black Group:

- do all such things and sign all such documents, necessary to give effect to or incidentally required for the Application Process;
- do all such things and sign all such documents, necessary to give effect to or incidentally required for the BEE Verification Process; and
- otherwise engage with, or issue instructions to MTNZF, any of its service providers and/or any third parties rendering services to the Black Group, from time to time, in respect of the buying, holding, selling and/or transferring of, or otherwise taking any action in relation to, MTNZF Shares (including, but not limited to any action in relation to any corporate action affecting the Black Group's holding of MTNZF Shares).

Full name _____

Signature _____

ID number _____

Date _____

Full name _____

Signature _____

ID number _____

Date _____

Full name _____

Signature _____

ID number _____

Date _____

Certification that the extract and signatures are true and accurate
 I certify (promise) that:

- 1) the above are the signatures of all the directors, trustees, partners or members of the Black Group needed to pass this resolution; and
- 2) the above is a true extract of the original resolution.

Name: _____

Capacity: _____

(Company secretary; director; trustee; managing partner or authorised member)

Date: _____