MTN Zakhele Futhi (RF) Limited
Umbiko Wonyaka Ofingqiwe weZitatimende seZimali yonyaka ophele ngomhla ka-31 Disemba 2019 kanye neSaziso se-AGM

INKOMBA

Imibiko nezitatimende kubekwe ngezansi siqukethe umbiko wonyaka nolunye ulwazo olwethulelwa abanikazi bamasheya.

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Uyacelwa ukuba uvakashele ku https://www.mtnzakhelefuthi.co.za/investor-relations ukuze uthole ushicilelo lwesiZulu nolwesiSuthu lwale ncwadi.

IBHODI LABAQONDISI

USindisiwe N Mabaso-Koyana (50)

CA (SA), B Comm (Natal), Post Graduate Diploma in Accounting (Natal)

Usihlalo Ongaphethe (Uqokwe: ngomhla ka-6 Juni 2017)

Ilungu Lekomiti Lokucwaninga amabhuku, Ingcuphe kanye Nokuhambisana (Liqokwe: ngomhla ka-6 Juni 2017)

Ubuqondisi:

Njengamanje uSindi uwuSihlalo we-African Women Chartered Accountants (AWCA) Investment Holding Company, iChartered Accountancy Sector Charter, iBhodi Elelulekayo le-AWCA kanye noSihlalo we-Advanced Group of Companies. Ezinye izikhundla zakhe zamaBhodi zibandakanya lezo zokuba umqondisi oyisikhulu esiphezulu esingaphethe se-Adcorp Holdings Limited, MTN Zakhele (RF) Limited, Eskom Holdings SOC Ltd ne-Toyota South Africa Motors (Pty) Ltd.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

USindi uyi-Chartered Accountant ngokokuqeqeshelwa umsebenzi unolwazi ekuphathweni kwezimali, ekucwaningweni kwamabhuku nasekuphatheni kukho kokubili ingxenye kahulumeni kanye nezimele. Ungumholi ohlonishwayo kanye nengqwele ekukhuleni nasentuthukweni yabesifazane abasebancane. Ubalulwe yi-Financial Mail njengomunye wosomabhizinisi besifazane abangama-20 abanamandla kakhulu eNingizimu Afrika futhi wayesekugcineni kuMklomelo Wonyaka Wosomabhizinisi Besifazane ngonyaka ka-2004. Ngonyaka ka-2013 waqokwa yi-CEO Magazine njengoMuntu Wesifazane Onethonya kakhulu eNgxenyeni Yezamabhizinisi nekaHulumeni. UwuSihlalo owedlule futhi wethimba elenza umsebenzi le-South African Institute of Chartered Accountants eyemisa iphepha ekubikeni okunomqondo nge-Broad Based Black Economic Empowerment (BBBEE).

USonja De Bruyn (48)

LLB (Hons), MA: Economic Policy Management SFA (UK), Harvard Executive Program

Umqondisi oyisikhulu esiphezulu esingaphethe (Uqokwe: ngomhla ka-6 Juni 2017)

Ilungu Lekomiti Lokucwaninga amabhuku, Ingozi kanye Nokuhambisana (Liqokwe: ngomhla ka-6 Juni 2017)

Ubuqondisi:

Umqondisi oyisikhulu esiphezulu esingaphethe we-RMB/RMI Holdings, iDiscovery Holdings Limited ne-Remgro. U-Sonja futhi uwuSihlalo we-Ethos Mid-Market Fund I GP Proprietary Limited.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

U-Sonja ungumsunguli kanye nomlingani wemigomo yokutshalwa kwezimali, ifemu engumeluleki kanye nexhasa ngezimali ye-Identity Capital Partners. Waqala ukusebenza kwakhe ekubhangeni kokutshalwa kwezimali ngonyaka ka-1997, esebenza ekuhlanganisweni nasekutholweni kwempahla, ekwenzeni ukuzimela ama-IPO kanye nokuxhaswa ngezimali, ekugcineni waba yisekela likamongameli we-Deutsche Bank. Waqokwa njengomqondisi oyisikhulu esiphezulu esiphethe se-Women's Development Bank Investment Holdings ukusuka ngonyaka ka-2002 kuya ku-2007. Ngaphambilini weyengumbheki we-National Empowerment Fund kanye nelungu le-Presidential Working Group ku-BEE. U-Sonja waklonyeliswa futhi wahlonishwa yi-Black Management Forum, i-Association of Black Securities kanye ne-Investment Professionals. UnguMholi Womhlaba Omncane Jikelele we-World Economic Forum.

UGrant Gelink (69)

CA(SA), B Comm, B Compt (Hons)

Umqondisi oyisikhulu esiphezulu esingaphethe (Uqokwe: ngomhla ka-9 Juni 2017)

USihlalo weKomiti Lokucwaninga Amabhuku, Ingozi kanye noKuhambisana (Waqokwa: ngomhla ka-9 Juni 2017)

Ubuqondisi:

Umqondisi oyisikhulu esiphezulu esingaphethe se-FirstRand Limited, i-Grindrod Limited, i-Santam Limited, i-Allied Electronics Limited, i-Rain Group Holdings Proprietary kanye ne-Pralene Investments Proprietary Limited.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

U-Grant wayeyisikhulu esiphezulu esiphethe sase-Deloitte & Touche kusukela ngonyaka ka-2006 kuya ku-2012. Ulwazi lwakhe olubanzi e-Deloitte luthatha iminyaka engama-26 kanti lubandakanya ukuba Uphathini Wesevisi Yamaklayenti Ohamba Phambili ezimbonini eziningi ezisevisa amaklayenti njenge-Barloworld, i-Imperial i-Holdings, Murray & Roberts, i-Nedbank, Sappi, i-South African Airways ne-Transnet.

UBelinda L Mapongwana (46)

B Soc. Sci., LLB (UCT); LLM (Vrije Universiteit, Amsterdam); and Certificate in Compliance Management (UCT)

Umqondisi ongaphethe ozimele (Owakhethwa: 22 June 2020)

Ubuqondisi:

Umqondisi ongaphethe i-Nordex Energy SA, i-TUHF Holdings Limited, i-Prosirius Proprietary Limited

Amakhono, ubungcweti nesipiliyoni somsebenzi:

UBelinda uwummeli onesipiliyoni sokusebenza esiyiminyaka engaphezu kweyi-15. Uwungoti kukho konke okufaka ukuhlanganiswa kwezinkampani kanye nezokuthola izimpahla, umthetho olawula izinkampani ezihwebayo, owokuhambisana nokubekiwe, ingcuphe nokubusa ngokubambisana. Wahlala isikhashana eNew York lapho ayesebenza khona ekuhlanganiseni izinkampani nokuthola impahla, izimali zababambiqhaza namathranzekshini ezimali ezinomumo ohleliwe. UBelinda unesipiliyoni eKuhambisaneni naseKulawulweni kweziNgcuphe njengoba eke wasebenza emabhange okutshala izimali eJohannesburg naseLondon.

UBelinda uwumsunguli weMapongwana Attorneys Inc. inkampani yabameli enobunikazi obungama-100% babesifazane abantu abamnyama enika imisebenzi ekhethekile yomthetho wezinkampani nohwebo. Uphinde abe wuMsunguli neSikhulu eSiphezulu e-Seza Isizwe, inkampani egxile ekufundiseni abasaqala, uholo ngokomsebenzi, indawo yokusebenzela namakhono okuphila impilo entsheni. UBelinda unentshisekelo ngemfundo, ukunikwa amandla kwabesifazane kanye nokucathulisa abasafufusa njengelungu le-South African Women Lawyers Association kanye neWits Mentorship Programme. UBelinda uphinde abe yilungu le-UNISA Council.

UManana M Nhlanhla (68)

BSc, MA (Information Science)

Non-executive Director (Appointed: 22 June 2020)

Ubuqondisi:

Umqondisi ongaphethe we-Mion Holdings Proprietary Limited, i-RCL Foods Limited Manyoro Limited ne-Prospect Resources Limited (Australia), i-Vunani Fund Managers Limited kanye ne-Zimbabwe Crocodiles Limited

Amakhono, ubungcweti nesipiliyoni somsebenzi:

UManana wake waba umfundisi wasenyuvesi ezifundweni ze-Information Science. Eminyakeni engama-20 eyedlule uManana uke wabamba iqhaza ekuholeni iMion Holdings, inkampani ezimele enamasheya angama-8.2% amasheya kwi-MTN Zakhele Futhi. Ngaphansi kwe-Mion Holdings, uManana uphethe i-KALIPA Foundation exhasa ezemfundo ehlanganisa nephinda isabalalise amaphasela okudla.

U-Edward T Pitsi (37)

CA(SA), BComm, BComm (Hons), MCom Financial Management Sciences (University of Pretoria), MBA (INSEAD)

Umqondisi ongaphethe ozimele (Wakhethwa: 22 June 2020)

Ilungu leKomidi lokuCwaninga amabhuku neNgcuphe (Wakhethwa: 22 June 2020)

Ubuqondisi:

Umqondisi ongaphethe we-Ethos Mid Market Fund I Proprietary Limited, i-Autozone Holdings Proprietary Limited, i-Kevro Holdings Proprietary Limited, i-Gammatek Holdings Proprietary Limited, i-Synerlytic Holdings Proprietary Limited kanye ne-7Gen Investments Holdings

Amakhono, ubungcweti nesipiliyoni somsebenzi:

U-Edward unguMnikazi oLawulayo (we-Ethos Mid Market Fund) e-Ethos Private Equity enamasheya ayi-4.05% kwi-MTNZF. Ngaphambi kokuya e-Ethos, wayesebenzela iqembu le-Acquisition and Leveraged Finance e-Barclays Africa Group. Ngaphambi kwalokho wayesebenza kwa-PriceWaterhouseCoopers lapho enza khona ama-athikhili. Unesipiliyoni sokutshalwa kwezimali emikhakheni eminingi okufaka kodwa okungagcini kwi-TIC, i-Technology & Connectivity, i-Automotive, ne-Industrials and Services.

ISITATIMENDE ESIVELA KUSIHLALO WAKHO

Isingeniso

Ngonyaka ka-2016 i-MTN Group Limited yenze i-MTN Zakhele Futhi (RF) Limited ("**MTN Zakhele Futhi**" noma "**Inkampani**"), indlela yabantu baseNingizimu Afrika abamnyama abakulungele ukutshala imali i-MTN Group Limited ("**MTN Group**" noma "**MTN**"), umhlinzeki wemisebenzi yase-telecom yezimakethe ezisafufusa ezihamba phambili.

I-MTN Zakhele Futhi cishe ino-4% wamasheya ku-MTN Group. Lokhu kutshalwa kwemali yimpahla kuphela yeNkampani. Inkampani futhi iphatha ukuxhasa ngemali okuhlanganisiwe kwalokhu kutshalwa kwemali – okuba ngamasheya akhethwayo abhaliselwe ngabahlinzeki besikweletu ongomunye umuntu kanye nendawo yezimali ekhishwa kuzwelonke ethathwe ku-MTN Group.

Ekuqalweni kwayo,U-80.5% wabanikazi bamasheya banengcosana yamasheya ajwayelekile kunama-500 okukhombisa isimo sesikimu esincike ngobubanzi kokuyiqiniso.

Ukusebenza kwezimali

Ukusebenza kwemali yeNkampani kuncike ngokuphelele enanini lentengo yesheya le-MTN Group kanye nanoma iyiphi inhlukaniselwana eshiwo netholakele kwa-MTN Group ngonyaka.

Ngomhla ka-31 Disemba 2019, iNkampani yabona ukulahlekelwa ngemuva kokukhokha intela eyizigidi eziwu-R38,0 (2018: R325,8 izigidi). Imali elahlekile nzuzo cishe ifakwa ngokuphelele ekutholeni izinhlukaniselwano ezivela ku-MTN Group ngonyaka. Ukulahleka kubangelwa ukuphinde kukalwe into yokusebenza yezimali ekhiphayo ekupheleni konyaka njengoba kudingwa yi-International Financial Reporting Standards. Ukulahleka ekuphindeni kukalwe kwento yokusebenza yezimali ekhiphayo kucishe kube ngenxa yokwehla kwenani lentengo yesheya le-MTN Group ukusuka ku-R136,60 ngomhla ka-31 Disemba 2017 ukuya ku-R89,00 ngomhla ka-31 Disemba 2019.

Ukwehla kwenani lentengo yesheya kusukela ngaphambi konyaka wezimali nakho kwaholela ekulahlekeni kwenanai elikahle lesigidi esiwu-R332,7 ku-2018: R2 433,0 izigidi) ebonakala kusitatimende semali engenayo ephelele.

Ukukhokha kokubuyisela isikweletu se-MTN Zakhele Futhi

Ngonyaka ka-2019, iNkampani yathola izigidi eziwu-R399,5 (2018: 480,2 izigidi) eyimali engenayo eyinhlukaniselwano evela ku-MTN Group futhi yakwazi ukukhokha isikweletu esingaphezu kohlelo lokukhokha olubhajethelwe. Le mali engenayo yasetshenziswa kuqala ukukhokha izindleko zokusebenza ezivunyelwe zeNkampani kanye nentela enokusele kwemali engenayo eyinhlukaniselwano isetshenziselwe ukukhokha izinhlukaniselwano ezikweletwa kubanikazi bamasheya abakhethwayo kanye nokunciphisa ingxenye yemali yokwenza umsebenzi yesikweletu ekweletwa abanikazi bamasheya abakhethwayo.

Izigidi eziwu-276,9 zemali engenayo yenhlukaniselwano yasetshenziswa ekushesheni kubuyiselwe amasheya akhethiwe ngonyaka wezimali ka-2019. Lokho ekugcineni kuzoholela ekuncipheni kwezinhlukaniselwano ezikhokhwa kumasheya akhethwayo esikhathini sempilo yalezi zinto zokusebenza.

Ukufakwa ohlwini kwe-MTN Zakhele Futhi kwi-JSE Limited

Mhla ka-25 Novemba 2019, i-MTN Zakhele Futhi yafakwa kwi-BEE Segment se-JSE Limited ("**JSE**") okukala ukuphela kweminyaka emithathu eyiSikhathi sokuTshala sokuQala. Ukufakwa ohlwini luhlinzekela abanikazi bamasheya ukukwazi ukuhweba ngamasheya phakathi kwabantu abamnyama abakulungele namaqembu amnyama emakethe evulekile eminyakeni emihlanu esele seSikhathi sokuThuthukisa, okungukuthi 25 Novemba 2019 kuya ku-24 Novemba 2014. Izinto ezehlukene ezingaphambi kokungenziwa kwi-MTN Zakhele Futhi kanye nabahlinzeki misebenzi okwaba wumphumela wentengo yokuqala yamasheya engaphansi kwentengo yamasheya ku-2016. Njengoba i-asethi ekhona egcinwe yiNkampani kuwukutshala izimali kumasheya e-MTN Group yabelana nanoma yikuphi ukwehla kwintengo yamasheya kuzoba nomthelela kwintengo yamasheya e-MTN Zakhele Futhi share price.

Siphinda futhi siyakugqugquzela bonke abanikazi bamasheya bethu ukuba bathathe izinqumo ezizwakalayo zokutshala izimali uma bekhetha ukuthengisa, ukugcina noma bethenga amasheya abo e-MTN Zakhele Futhi ukuze bathole umthamobungako wokutshala kwabo.

Usizo lwabanikazi bamasheya?

Ukuxhumana nabanikazi bamasheya okusebenza ngempumelelo nokuhle kubalulekile ukuqinisekisa ukuthi abanikazi bamasheya bahlala benolwazi olusha. Inkampani izoqhubeka nokusebenzisa ukuxhumana nge-SMS njengezindlela zayo enkulu zokuxhumana. Izaziso zeMihlangano Ejwayelekile Yonyaka zizothunyelwa nge-imeyili noma ngeposi ngokuhambisana i-SMS kanye/noma iposi. Ukuze uvumele i-MTN Zakhele Futhi ikwazi ukuxhumana ngendlelanabanikazi bamasheya bacelwa ukuba bazise MTN Zakhele Futhi ngazo zonke izinguquko emininingwaneni yabo yokuxhumana, ikheli leposi, isimo kanye nemininingwane yasebhange ngokushayela ucingo Isikhungo Sokushayela izingcingo ku-083 900 6863 phakathi kuka-8h00 no-17:00 ngeMisombuluko kuya koLwezihlanu. Ama-Ejenti azofaka izingcingo zawo ngokohlelo nemibhalo edingekayo ukwenza izinguquko. I-MTN Zakhele Futhi yenze futhi ikhasi lewebhusayithi elikhethiwe labanikazi bamasheya ukufinyelela kumininingwane yesabelo sabo samasheya. Abanikazi bamasheya bayakhuthazwa ukuthi babhalise ama-akhawunti abo okuhweba nokuthi bazijwayeze isayithi nolwazi olushicilelwe izikhathi ngezikhathi kwiwebhusaythi yeMTN Zakhele Futhi ngokuvakashela **u-www.mtnzakhelefuthi.co.za.**

Okubhekekile esikhathini esizayo

Ngenxa yomumo nenhloso yeMTN Zakhele Futhi, ekubhekile esikhathini esizayo kuhambelana nalokho okubhekeke kwi-MTN Group.

Ngenxa: (i) yokuquka kwe-the COVID-19 eNingizimu Afrika, umumo wayo njengobhubhane oluqhubekayo nokumenyezelwa kwayo njenge"nhlekelele kazwelonke" ngokwemigomo yoMthetho wokuLawula iNhlekelele, No 57 ka-2002, njengoba uchitshiyelwe (kanti ngokunjalo, imigoqo ebekelwe ukuhlangana komphakathi), kanye nokumemezela okulandela lapho kukaMengameli uCyril Ramaphosa ngemvalelwakhaya kazwelonke esaqhubeka namanje; kanye (ii) ukuchibiyela okulandela i-MOI yeNkampani, evunywe abanikazi bamasheya ngokunika imvume ebhalwe phansi ngokwemigomo yesigaba 60 soMthetho weziNkampani cisho ngomhla ka-15 Juni 2020, ngokuvumela inkampani ukuba ibambe imihlangano ejwayelekile nama-AGM (lokho okungab yikho), okufaka ne-AGM ka-2020, ngokuphelele ngokuxhumana nge-elekthronikhi njengoba kuchazwe esigabeni 63(2)(a) soMthetho weziNkampani, iBhodi, ezimweni ezithile, libone kubalulekile, kuhlakaniphile futhi kuthandeka ukuba i-AGM ezayo ka-2020 ibanjwe ngokuphelele ngokubamba iqhaza nge-elekthronikhi ngokugcwele, hhayi ngokuhlangana kwabantu siqu. Ngakho-ke singathanda ukugqugquzela abanikazi bamasheya ukuze ethamele umhlangano we-MTN Zakhele Futhi kungekho abantu bendawonye kwi-AGM ebekelwe umhla ka-3 Agasti 2020. Imininingwane ngendlela yokubamba iqhaza emhlanganweni wabantu abangekho ndawonye kwi-AGM njengoba kubalulwe esazisweni se-AGM.

Sindisiwe Mabaso-Koyana
Usihlalo

29 Juni 2020

Isitatimende esifingqiwe senzuzo noma ukulahlekelwa
sonyaka ophele ngomhla ka-31 Disemba 2019
(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	Amanothi	**31 Disemba 2019 R'000**	**31 Disemba 2018 R'000**
Imali engenayo eyinhlukaniselwano	5	399 544	480 221
Amaholo abaqondisi		(768)	(695)
Ezinye izindleko zokusebenza		(36 320)	(13 554)
Inzuzo yokusebenza		**362 456**	**465 972**
Imali engenayo		3 364	2 970
Izindleko zezezimali ezenzeke ezikweletwini zezimali ezikaliwe ngezindleko ezincishisiwe		(99 717)	(124 418)
Ukulahlekelwa ekukalweni futhi kokulethiwe okuyinto yokusebenza kokuyimali		(303 210)	(661 448)
Ukulahlekelwa ngaphambi kokukhokha intela		**(37 107)**	**(316 924)**
Izindleko zentela engenayo		942	(8 923)
Ukulahlekelwa yinzuzo yonyaka		**(38 049)**	**(325 847)**
Imalinzuzo eyisisekelo nexubene nenye ngesheya (amasenti)	14	**215,85**	**271,92**

Isitatimende esifingqiwe semali engenayo ephelele
sonyaka ophele ngomhla ka-31 Disemba 2019
(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	31 Disemba 2019 R'000	**31 Disemba 2018 R'000**
Ukulahlekelwa yinzuzo yonyaka	**(38 049)**	**(325 847)**
Enye imali engenayo ephelele – izinto ezizolandela zibe wu – izinto okungenzeka zilandele zihlelwe kabusha enzuzweni noma ekulahlekelweni:	**(332 754)**	**(1 897 969)**
Ukulahlekelwa ekukaleni kabusha ekutshalweni kwezimali zababambiqhaza	(332 754)	(2 433 036)
Intela ehlehlisiwe ekukalweni kabusha ekutshalweni kwezimali zababambiqhaza	–	535 067
Isamba esiphelele semali elahlekile ngonyaka	**(370 803)**	**(2 223 816)**

__Isitatimende esifingqiwe sesimo sezimali__
ngomhla ka-31 Disemba 2019
(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	Amanothi	**31 Disemba 2019 R'000**	**31 Disemba 2019 R'000**
Izimpahla			
Izimpahla okungeyizo ezamanje			
Ukutshalwa kwezimali zababambiqhaza	6	4 216 411	4 549 165
		4 216 411	**4 549 165**
Izimpahla zamanje			
Intela yamanje etholakalayo		5	1
Ukheshe kanye nokulingana nokheshe		18 240	36 184
Ukheshe kanye nokulingana nokheshe - izimali ezinemingcele		3 566	3 765
Okunye okutholakalayo		1 160	832
		22 971	**40 782**
Izimpahla sezizonke		**4 239 382**	**4 589 947**
Inani lamasheya akhishiwe kanye nezikweletu			
Inani lamasheya akhishiwe			
Ingxenye yemali yokwenza umsebenzi evela ekukhishweni		2 468 336	2 468 336
Okugodliwe		(1 377 875)	(741 911)
Inzuzo enqwabelene		954 265	689 104
		2 044 726	**2 415 529**
Izikweletu			
Izikweletu okungeyizo ezamanje			
Okubolekiwe	8	1 165 613	1 442 079
Into yokusebenza yemali elethiwe	7	1 000 775	697 565
Intela ehlehlisiwe		–	–
		2 166 388	**2 139 644**
Izikweletu zamanje			
Okubolekiwe	8	22 165	28 277
Esinye isikweletu		3 566	3 765
Ukuhweba kanye nokunye okukhokhwayo		2 537	2 732
		28 268	**34 774**
Izikweletu sezizonke		**2 194 656**	**2 174 418**
Isamba samasheya akhishiwe kanye nezikweletu		**4 239 382**	**4 589 947**

Sitatimende esifingqiwe sesimo sezimali
ngomhla ka- 31 Disemba 2019
(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	Ingxenye yemali R'000	**Okugodliwe okukhona kokuthengiswa**	**Okunye okugodliwe R'000**	**Izingodla sezizonke R'000**	**Inzuzo/ (okulahliwe) okunqwabelanayo**	**Izimali zababambiqhaza ephelele**
Ibhalansi ngomhla ka-1 Januwari 2018	2 468 336	1 853 626	(28 029)	1 825 597	345 412	4 639 345
Ukulahlekelwa ngonyaka	–	–	–	–	(325 847)	(325 847)
Okunye ukulahlekelwa okukhulu	–	(1 897 969)	–	(1 897 969)	–	(1 897 969)
Ukulahlekelwa okuphelele konyaka	**–**	**(1 897 969)**	**–**	**(1 897 969)**	**(325 847)**	**(2 223 816)**
Ukwedluliselwa phakathi kwezingodla*	–	–	(669 539)	(669 539)	669 539	–
Ibhalansi ngomhla ka-31 Disemba 2018	**2 468 336**	**(44 343)**	**(697 568)**	**(741 911)**	**689 104**	**2 415 529**
Ibhalansi ngomhla ka-1 Januwari 2019	**2 468 336**	**(44 343)**	**(697 568)**	**(741 911)**	**689 104**	**2 415 529**
Ukulahlekelwa ngonyaka	–	–	–	–	(38 049)	(38 049)
Enye imali engenayo ephelele	–	(332 754)	–	(332 754)	–	(332 754)
Ukulahlekelwa okuphelele ngonyaka	**–**	**(332 754)**	**–**	**(332 754)**	**(38 049)**	**(370 803)**
Ukwedluliselwa phakathi kwezingodla*	–	–	(303 210)	(303 210)	303 210	–
Ibhalansi ngomhla ka-31 Disemba 2019	**2 468 336**	**(377 097)**	**(1 000 778)**	**(1 377 875)**	**954 265**	**2 044 726**

** Ukwedlulisela phakathi kwezingodla kuyenyuka mayelana nokulahlekelwa ekukaleni kabusha kwethuluzi okususelwa kulo ezezimali okwaqoshwa ezinzuzweni nasekulahlekelweni. Isamba esedluliselwayo siyimalinsalela sentela ehlehlisiwe.*

Isitatimende esifingqiwe sesimo sezimali
ngomhla ka-31 Disemba 2019
(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	31 Disemba 2019 R'000	31 Disemba 2019 R'000
Imali ehamba isuka emisebenzini yokusebenza		
Imali esetshenziswa emisebenzini	(37 611)	(14 196)
Izinhlukaniselwano ezitholakele	399 544	480 221
Imali engenayo eyinzalo etholakele	3 364	2 970
Izindleko zemali ezikhokhiwe	(105 403)	(126 154)
Intela ekhokhiwe	(946)	(830)
Imali esele yonke evela emisebenzini yokusebenza	**258 948**	**342 011**
Imali ehamba ivela emisebenzini yokuxhasa ngemali		
Ukusetshenziswa kwamasheya akhethiwe angahlanganyeli anqwabelene	(276 892)	(313 046)
Imali (imali ebuyisiwe)/etholakele ivela kubahlanganyeli abangaphumelelanga	(199)	(428)
Ukuhamba kwemali isiyonke yonyaka	**(277 091)**	**(313 474)**
Imali isiyonke ekupheleni konyaka	**(18 143)**	**28 537**
Imali etholakala ekuqaleni konyaka	39 949	11 412
Imali isiyonke ekupheleni konyaka	**21 806**	**39 949**

Amanothi kuzitatimende zezimali ezifingqiwe
zonyaka ophele ngomhla ka-31 Disemba 2019
(Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

1. **Ulwazi olujwayelekile**

I-MTN Zakhele Futhi (RF) Limited yafakwa njengenkampani yomphakathi ngaphansi kwemithetho yeRiphabhlikhi yaseNingizimu Afrika ngomhla ka-21 Juni 2016.

Inkampani ifakwe njengendlela yokutshalwa kwemali kwenhloso eyisipesheli ukuqala ukusebenzisa ithranzekshini ye-MTN Group Limited's 2016 Broad Based Black Economic Empowerment ("**BBBEE**").

2. **Isisekelo sokulungiselela**

Ulwazi lwezimali olufingqiwe lulungiswe ngokuhambisana naMazinga Okubika Ngezimali Amazwe Omhlaba ("**IFRS**"), inkulumo eyethuliwe kanye nezidingo zokudalula ze-IAS 34, Ukubika Ngezimali Kwesikhashana, kanye nokuhumusha la mazinga njengoba emukelwe yiBhodi Yamazinga Okuziphendulela, Iziqondiso Zokubika Ngezimali Ze-SAICA njengoba kukhishwe yiKomiti i-Accounting Practices Committee kanye ne-Financial Reporting Pronouncements njengoba kukhishwe yi-Financial Reporting Standards Council kanye nezidingo zoMthetho Wezinkampani waseNingizimu Afrika 71 ka-2008, njengoba uchitshiyelwe kanye neZidingo zokufakwa oHlwini ze-JSE Limited ("**JSE**") ezihlobene ne-Asset Backed Securities.

3. **Izinqubomgomo zohlahlomali**

Izinqubomgomo zokuziphendulela ezamukelwa zichazwe ezitatimendeni zezimali. Ngesikhathi okukhulunywa ngaso, iNkampani yamukela yonke i-IFRS kanye nokuhumusha okwakusebenza nokwakuthathwa njengokulungele iNkampani. Ukwemukelwa kwalezi zinqubo akubanga nomthelela ezitatimendeni zezimali zaminyaka yonke.

Izinqubomgomo zokucwaninga amabhuku ezimali ezisasele zihambisana nalezo zangaphambi kwesikhathi sezimali.

4. **Izikweletu kanye nezibopho ezingenzeka**

Akukho mali ezobuyiselwa emuva kunanoma yimuphi umuntu ngezibopho ezinokwenzeka zenkampani engazange ziqoqelwe ukuphela konyaka. Inkampani ayizange ibe nanoma yiziphi izikweletu ebezingenzeka ekupheleni konyaka.

5. **Imali engenayo eyinhlukaniselwano**

Imali engenayo eyinhlukaniselwano seyiyonke eyatholwa yi-MTN Zakhele Futhi (RF) Limited eyayivela ku-MTN Group Limited ngesikhathi sezimali kwakuyi R399 543 966 (2019: R480 221 113).

6. **Imali etshalwe ezimalini zababambiqhaza**

Ukutshalwa kwemali kunamasheya awu-51 114 213 (2019: 51 114 213) e-MTN Group Limited. Imali etshaliwe isiyonke, kubandakanya izimpahla zezimali ezitholiwe, zinamasheya awu-76 835 378 esewonke e-MTN Group Limited, okumelele cishe u-4% wengxenye yemali yokwenza umsebenzi evela kumasheya e-MTN Group akhishiwe.

Amasheya atholakala ngokheshi oyizi-R4 593 511 342 zingama-23 Novemba 2016.

Inani elikahle lokutshalwa kwemali kuncike enanini lentengo yemakethe eliwu-R82.49 (2019: R89.00) isheya ngalinye njengoba lifakwe ku-JSE Limited ngomhla ka-31 Disemba 2019. Ukulahlekelwa konke okurekhodiwe kwenye imali engenayo ephelele ngonyaka wamanje wezimali wu-R332 754 527 (2019: R2 433 036 539).

	31 Disemba 2019 R'000	**31 Disemba 2018 R'000**
Ibhalansi ekuqaleni konyaka	4 549 165	6 982 201
(Ukulahlekelwa)/inzuzo ekukaleni futhi kwezimpahla zezimali	(332 754)	(2 433 036)
Ibhalansi ekupheleni konyaka	**4 216 411**	**4 549 165**

7. **Izimpahla zezimali ezilethiwe**

Njengengxenye yokusebenzisa isikimu se-MTN Group BBBEE, i-MTN Zakhele Futhi yathola i-Notional Vendor Finance ("**NVF**") ukusiza ukuthenga amasheya e-MTN Group. I-MTN Group yakhipha amasheya awu-25 721 165 NVF yawanika i-MTN Zakhele Futhi ngenani lokubhalisa selilonke lika-R2 572. I-MTN Group inokhetho lokubiza olubhekiswe ku-MTN Zakhele Futhi maqondana nenombolo eguqukayo yamasheya.

Isikweletu esingakakhokhwa esikhona noma nini sincike ezinhlukaniselwaneni ezenziwe yi-MTN Group ngesikhathi sempilo yokhetho. Ngakho-ke isakhiwo simelele ukhetho oluncike endleleni ye-MTN Zakhele Futhi. Ukulingisa i-Monte Carlo yasetshenziswa njengesu lokuhlola okuhambisana nokusebenza kwemakethe okusezingeni.

Ukuhlolwa kokhetho ekupheleni konyaka kwakuyisikweletu sika-R1 000 774 652 (2019: R697 565 010). Izinto ezibalulekile ezafakwa kusibonelo ekupheleni konyaka zazikanje:

- inani lentengo yemakethe lamasheya e-MTN Group lika-R82.49 (2019: R89.00);
- ibhalansi ye-NVF cishe yezigidi eziwu-R4 254 (2019: izigidi eziwu-R3 924);
- ukuguquguquka kwamanani entengo okuhweba kuka-37,34% (2019: 35,16%);
- inhlukaniselwano etholakele ka-8,18% (2019: 6,79%);
- ukhetho olulindelekile lwempilo yeminyaka eyi-8 kusukela ekuqaleni (2019: iminyaka eyi-8); kanye
- nezinga elingenangozi lonyaka lika- 6,91% (2019: 7,70%).

	31 Disemba 2019 R'000	**31 Disemba 2018 R'000**
Ibhalansi ekuqaleni konyaka	(697 565)	(36 117)
Ukulungiswa kwenani elikahle elirekhodiwe lenzuzo noma ukulahlekelwa	(303 210)	(661 448)
Inani elikahle ekupheleni konyaka	**(1 000 775)**	**(697 565)**

8. **Okubolekiwe**

I-MTN Zakhele Futhi yakhipha amasheya akhethwayo anqwabelanayo anokutholakala kubangahlanganyeli ku-MTN Zakhele Futhi ("**amasheya akhethwayo e-MTN Zakhele Futh**i") ku-Jabisan 04 (RF) Proprietary Limited ngomhla ka-23 Novemba 2016 ngenani lentengo eliyi-R1000 lokuwakhipha isheya elikhethwayo le-MTN Zakhele Futhi ngalinye. Amasheya akhethwayo e-MTN Zakhele Futhi ayatholakala ngemuva kweminyaka emihlanu kusukela ngosuku lokukhishwa okungukuthi 23 Novemba 2021.

Amasheya akhethwayo e-MTN Zakhele Futhi anqwabelana izinhlukaniselwano zamasheya akhethwayo ngeZinga leNhlukaniselwano le-MTN Zakhele Futhi lika-75% lezinga eliphansi lenzalo lokweboleka imali ngokohwebo njengezinga elilula lenzalo (ehlanganiswe osukwini lwenhlukaniselwano ekhethwayo oluhleliwe) nezinhlukaniselwano zamasheya akhethwayo anqwabelene (asalele ezikweletwini) akhokhwa ngomhla ka-30 Ephreli nomhla ka-30 Septhemba ngesikhathi samasheya akhethwayo e-MTN Zakhele Futhi, noma ngosuku oluseduze njengoba kungavunyelwana ngalo ngokubhala yi-MTN Zakhele Futhi kanye ne-Ejenti Yamasheya Akhethwayo okungenani ezinsukwini ezinhlanu zokusebenza ngaphambi komhla ka-30 Septhemba wanoma yimuphi unyaka ngesikhathi samasheya akhethwayo e-MTN Zakhele Futhi.

	31 Disemba 2019 R'000	**31 Disemba 2018 R'000**
Ibhalansi ekuqaleni konyaka	1 470 356	1 785 138
Ukutholakala kwamasheya akhethwayo angahlanganyeli ngenani elishiwo lika-R1 000	(276 892)	(313 046)
Inzalo ekhokhwa ngamasheya akhethwayo angahlanganyeli alethiwe anqwabelanayo	(105 403)	(126 154)
Inzalo enqwabelene ngezinga lenzalo esebenza ngempumelelo	99 717	124 418
	1 187 778	**1 470 356**

9. **Izingxenye ezihlobene**

Ubudlelwano:

Umnikazi wamasheya okhethwayo:	Jabisan 04 (RF) Proprietary Limited
Umnikazi wamasheya womnikazi wamasheya okhethwayo:	BFC2 Owner Trust
Umhlinzeki Wemali Ethengisayo:	MTN Group Limited
Abaqondisi abayizikhulu ezingaphethe:	Sindisiwe Mabaso-Koyana Sonja De Bruyn Grant Gelink

	31 Disemba 2019 R'000	31 Disemba 2018 R'000
Ibhalansi yenhlangano ehambisanayo:		
Isikweletu samasheya esikhethwayo		
I-Jabisan 04 (RF) Proprietary Limited	1 187 778	1 470 356
Imali yamasheya ejwayelekile ephethwe yinhlangano ehambisanayo		
I-MTN Group Limited	365 540	365 540
Amathranzekshini enhlangano ehambisanayo:		
Izinhlukaniselwano ezitholwe ezinhlanganweni okuhanjiswana nazo		
I-MTN Group Limited	(399 544)	(480 221)
Inzalo ezinhlanganweni ezihambisanayo		
I-Jabisan 04 (RF) Proprietary Limited	105 403	126 154
Izindleko ezikhokhwa egameni lezinhlangano ezihambisanayo	**956**	**1 034**
I-Jabisan 04 (RF) Proprietary Limited	956	1 034
I-BFC2 Owner Trust	–	–
Iholo leBhodi yabaqondisi – imali yabaqondisi	**768**	**695**
USindisiwe Mabaso- Koyana	397	325
USonja De Bruyn	165	179
UGrant Gelink	206	191

Abaqondisi abathathi abahlinzeki bomsebenzi ababalulekile ukuthi "ngabasebenzi bokuphatha ababalulekile" njengoba kuchaziwe ku-IAS 24, Ukudalula Okuhambisana Nenhlangano.

10. **Izigigaba zasemva kwesikhathi sokubika**

I-MTN Group Limited iveze imali okwabelwana ngayo yokugcina engama-355 senti mhla ka-11 Mashi 2020.

Mhla ka-15 Mashi 2020 uMengameli weRiphabhlikhi waseNingizimu Afrika wathi iNingizimu Afrika ise "siMweni seNhlekelele kaZwelonke" ngenxa yokwenyuka komthelela wegciwane le-Covid-19 eNingizimu Afrika. Igciwane le-Covid-19 selibe nomthelela omkhulu emhlabeni jikelele, okudala ukuba intengo yamasheya emhlabeni jikelele yehle kakhulu.

Njengokubekiwe, izincwadi zezikhwama zezimali zomuntu oseceleni zidinga imali yamasheya akwa-MTN ukuze kuhlale kungaphezu kwamazinga athize nezimali ezikaliwe ("izivumelwano zamasheya"), lokho okwenza abakhipha izimali ukusheshisa ukukhokha imali ekweletwayo uma kwenzeka lezi zivumelwano zisukela khona. Ngenxa yemithelela ye-Covid-19, lezi zinto ziphakanyiswa kulandela ukuphela konyaka.

I-MTN Zakhele Futhi yakhiwe ngendlela yomfutho kanti yesekwa wu-MTN ngezindlela ezehlukene. Eminyakeni eyisishiyagalombili yesikimu, okungenzeka kodwa okungekho obala, kodwa okukhona nokwenzeka ngokushesha, ukwehla nokwenyuka entengweni yezimakethe ehlinzekiwe, kanye nendlela eseZincwadini zeThranzekshini ukuze u-MTN ukwazi ukwengamela abafakizimali abaseceleni kulezi zimo, ngokuzikhethela ukuthenga amasheya akhethwayo. Ngomhla ka-26 Mashi 2020, ekudidiyeleni nabafakizimali abaseceleni, kanye nokuqhubeka nokweseka i-MTN Zakhele Futhi, u-MTN wangena ngokuzikhethela esivumelwaneni nabanikazi bamasheya akhethwayo ukusebenzisa ukukhetha ukushaya ucingo ukuthola isheya elikhethwayo ukusebenzisa ukushaya ucingo ukuze kutholakale imali okwabelwana ngayo. Ngaphansi kokukhetha ukushaya ucingo, u-MTN izothola amasheya akhethwayo azoqala ukusebenza ngendlela emva nje kokuba i-MTN Zakhele Futhi ibeke eqhulwini ukukhokha okubekiwe, okulindeleke ukuba kube wumhla ka-15 Ephreli 2020. Kulandela izingxoxo ezongeziwe nabafakizimali abaseceleni emva kokukhula kwemali okusanda kwenzeka kwintengo yamasheya akwa-MTN, u-MTN usekhiphe isaziso sokukhetha ukuguqula ngokushaya ucingo nokuvunyelwene ngakho nabafakizimali abaseceleni. Azikho ezinye izigigaba ezinkulu ezenzeke phakathi kosuku lokubika kanye namhla ka-31 Mashi 2020 okudinga ukuguqula nokuvezwa.

11. **Isikali senani lesilinganiso elikahle**

Ngokwe-IFRS 13, *Izikali Zenani Lesilinganiso Elikahle Elingenzeleli*, izinto zokusebenza zezimali ezikalwe kusitatimende sesimo sezimali enanini eliakahle sidinga ukudalulwa kwezikali zezilinganiso ezikahle ezingenzeleli ngezinga ngokokulandelana kwezikali zesilinganiso zenani ezilandelayo:

– Izinga 1: Inani lesilinganiso esikahle esingenzeleli lincike emananini entengo acashuniwe (angalungisiwe) ezimakethe ezisebenzayo zezimpahla kanye nezikweletu zokufanayo. Lokhu kukhona nje futhi kuyatholakala emithonjeni eminingi;
– Izinga 2: Inani lesilinganiso esikahle esingenzeleli lincike kokufakiwe kunamananani entengo ashiwo kubandakanya ezingeni 1 okubonakalayo ukusuka empahleni noma esikweletwini, kungaba ngokuqondile (okungukuthi njengamanani entengo) noma ngokungaqondile (okungukuthi okutholwe kumanani entengo); noma
– Izinga 3: Inani lesilinganiso elikahle elingenzeleli lincike kokufakiwe kwempahla noma kwesikweletu esingancikile olwazini oluqoqwe yizimakethe olubonakalayo (okungukuthi izinto ezifakwayo ezingabonakali).

Inani lesilinganiso esikahle esingenzeleli sezimpahla zezimali ezikhona zokuthengisa lincike enanini lentengo yesheya, njengoba lifakwe ku-Johannesburg Stock Exchange ("JSE") Limited. Inani lesilinganiso esikahle esingenzeleli sempahla yezimali elethiwe lincike esibonelweni sohlelo lokusho inani lezimpahla zenkampani. Okufakiwe kule ndlela kubandakanya inani lentengo yesheya le-MTN Group, okuwukufakiwe okubonakalayo emakethe. Okunye okufakiwe kubandakanya izinga lenzalo kokubolekiwe, okufakiwe kungabonakali emakethe.

Ithebuli elingezansi lethula nezimpahla zenkampani kanye nezikweletu ezikalwa enanini lesilinganiso esikahle esingenzeleli.

	Izinga 1 R'000	Izinga 2 R'000	Izinga 3 R'000	Seyiyonke R'000
31 Disemba 2019				
Isikali senani elikahle eliqhubekayo				
Ukutshala imali empahleni yemali ekhona yokuthengisa	4 216 411	–	–	4 216 411
Impahla yemali elethiwe	–	–	(1 000 775)	(1 000 775)
Isikali sezindleko ezikhokhwe kancane				
Okunye okutholakalayo	–	667	–	667
Ukheshe kanye nokulingana nokheshe	–	21 806	–	21 806
Okubolekiwe	–	(1 205 318)	–	(1 205 318)
Okunye okukhokhwayo	–	(2 537)	–	(2 537)
Esinye isikweletu	–	(3 566)	–	(3 566)

11. Isikali senani elikahle (kuyaqhutshwa)

	Izinga 1 R'000	Izinga 2 R'000	Izinga 3 R'000	Seyiyonke R'000
31 Disemba 2019				
Isikali senani elikahle esiqhubekayo				
Ukutshala imali empahleni yemali ekhona				
Yokuthengisa	4 549 165	–	–	4 549 165
Impahla yemali elethiwe	–	–	(697 565)	(697 565)
Isikali sezindleko ezikhokhwe kancane				
Okunye okutholakalayo	–	361	–	361
Ukheshe kanye nokulingana nokheshe	–	39 949	–	39 949
Okubolekiwe	–	(1 486 160)	–	(1 486 160)
Okunye okukhokhwayo	–	(2 732)	–	(2 732)
Esinye isikweletu	–	(3 765)	–	(3 765)

Akubanga bikho kudluliswa okwenziwa phakathi kwamazinga 1, 2 noma 3 ngesikhathi sonyaka wezimali.

12. **Ukucwaningwa kwamabhuku okuzimele**

Le miphumela yezezimali efingqiwe ebekwe emakhasini 6 kuya ku-14 esuselwa ezitatimendeni zezimali zaminyaka yonke ezicwaningwe abacwaningi bamabhuku abazimele, i-SizweNtsalubaGobodo Grant Thornton Inc., asebenze ukucwaninga amabhuku ngokuhambisana namaZinga oMhlaba okuCwaninga aMabhuku. Ikhophi ephelele yombiko wezezimali ongaguquliwe iyatholakala ukuba ibhekwe ehhovisi elibhalisiwe leNkampani, noma uma icelwa. Umbiko wamabhuku ezimali uyatholakala ezitatimendeni zezimali zaminyaka yonke ezicwaningiwe. Izitatimende zezimali ezifingqiwe zisuselwe ezitatimendeni zezimali zaminyaka yonke ezicwaningiwe zeNkampani kanti zikhona njalo kuzo zonke izinto.

Abaqondisi bathatha isibopho esiphelele sokulungiselela izitatimende zezimali ezifingqiwe nokuthi ulwazi lwezezimali selucashunwe ngendlela ezitatimendeni zezimali zaminyaka yonke.

13. **Ukuba khona kwesethi ephelele yezitatimende zezimali ezicwaningiwe**

Isethi ephelele yezitatimende zezimali ezicwaningiwe nemibiko yokucubungula izimali ezingaguquliwe evela kwa-SizweNtsaluba Gobodo Grant Thornton Inc. , emva kwalokho:

- kungafinyeleleka kuyo kule webhusayithi elandelayo: www.mtnzakhelefuthi.co.za;
- ingatholakala ukuze ihlolwe ehhovisi elirejistiwe leNkampani; noma
- izothunyelwa kuwe ngeposi elijwayelekile uma ulicela e-Nedbank Limited, usebenzisa ingxenye yayo yoKuphatha Isikimu Samasheya, imininingwane yalo ivela ngaphansi kwesigaba sokuphatha umsebenzi kukhava engemuva ngaphakathi.

14. **Imiholo eyisisekelo nexutshiwe ngesheya ngalinye**

Inani lamasheya ejwayelekile akhishwa ekupheleni konyaka ('000)	123 417	123 417
Inombolo eyisilinganiso esikaliwe samasheya ('000)	123 417	123 417
Imali elahlekile ngonyaka (R'000)	(38 049)	(325 847)
Okuguqulelwe:		
– Ukulahlekelwa ekukaleni ithuluzi okususelwa kulo izimali (R'000)	303 210	661 448
Inzuzo enikezwe abanikazi bamasheya	**265 161**	**335 601**
Imiholo eyisisekelo nexutshiwe ngesheya ngalinye (amasenti)	215.85	271.92

Azikho izinto ezifakwe ekubalweni kwenzuzo okumele inikwe abanikazi bamasheya okudingeka ukuba zibekwe eceleni ngokwemigomo yesekhula 2/2015, Imiholo eseQhulwini, ekubaleni imiholo eseqhulwini ngesheya ngalinye.

Umlungiselelo

USiyabonga Zokoza
UMsebenzi oPhezulu weZimali: Central Finance – Nedbank Limited

Ebhekwe wu

UJaynesh Padayachy CA(SA)
IMenenja ePhezulu yeZimali: Central Finance – Nedbank Limited

MTN Zakhele Futhi (RF) Limited
Ifakwe kuRiphabhlikhi yaseNingizimu Afrika
(Inombolo yokubhalisa 2016/268837/06)
Ikhodi yokwabelana ye-JSE: MTNZF
ISIN: ZAE000279402
LEI: 378900429C4F73B1BE74
("MTN Zakhele Futhi" noma **"iNkampani")**

ISAZISO SOMHLANGANO OJWAYELEKILE WONYAKAG

Lo mbhalo ubalulekile kanti udinga ukuthi usheshe uwubhekisise

Uma unanoma yikuphi ukungabaza ngokuthi yisiphi isinyathelo okufanele usithathe, bonisana nebhrokha, i-Central Securities Depository Participant (i-"CSDP"), umeluleki wakho wezomthetho, usomabhange, umeluleki wezezimali, umcwaningi wamabhuku ezimali noma omunye umeluleki oqeqeshiwe ngokushesha.

Kulo mbhalo kufakwe:

- Isaziso somhlangano ojwayelekile wonyaka ("**AGM**"), kubekwa izinqumo okufanele ziphakanyiswe emhlanganweni, ndawonye namanothi okuchaza.
- Amanothi okuqondisa ukuthi ulibamba kanjani iqhaza emhlanganweni ojwayelekile wonyaka ngekhompyutha okungatholakala emakhisini 26 kuya ku 30. Kuphinde kube namanothi okuqondisa uma ufisa ukwethamela nokuvota emhlanganweni (ngenhloso yolwazi olungatholakala emhlanganweni obanjwe abantu bengekho ndawonye) noma ukuvota kommeleli okungatholakala ekhasini 31 lalesi saziso.
- Ifomu lommeleli okufanele lisetshenziswe ngabanikazi bamasheya akwa-MTN Zakhele Futhi ngendlela yesitifiketi noma ngendlela ebhaliswe ngaphansi kwenye eqoshiwe 'egameni lakho'.

Uma usulahle noma usuwedlulisela onke amasheya akho ku-MTN Zakhele Futhi, uyacelwa ukuba wedlulisele lesi saziso se-AGM, ifomu lommeleli kanye nezincwadi ezihambisana nayo, kothengayo noma okwedluliselwa kuye njengebhrokha, ibhenka noma enye i-ejenti okwenziwe ngaye ukuthenga noma ukwedlulisela, ukuze kwenziwe ukwedlulisela kumthengi noma kokwedluliselwa kuye.

Lo mbhalo uyatholakala ngesiZulu nangesiSuthu esigabeni solwazi lwezimali sewebhusayithi yeNkampani ku – www.mtnzakhelefuthi.co.za/investor-relations ngapphansi kwesigaba esisihloko esithi "Notice to Annual General Meetings"

Abanikazi bamasheya belulekwa ukuthi njengoba kuneMitheshwana ye-Covid-19 ibekiwe, ukuziqhelelanisa kubalulekile kanti imithetho yemvalelwakhaya kumele ilandelwe. Ukufika siqu ngeke kwenzeke, kanti ne-AGM kuyofinyeleleka kuyona ngokuxhumana nge-elekthronikhi, njengoba kuvunywe yi-JSE Limited ("i-JSE") kanye nezihlinzeko zoMthetho weziNkampani, 71 ka-2008, njengoba kuchitshiyelwe ("UMthetho weziNkampani") kanye nememorandamu yokuhlanganyela yeNkampani, njengoba kuchitshiyelwe ("MOI").

Isaziso kuBanikazi bamasheya

Isaziso sinikwa abanikazi bamasheya e-MTN Zakhele Futhi ngosuku lokuqopha lwangoLwesihlanu, mhla ka-19 Juni 20202, i-AGM yesi-4 yeNkampani iyobanjwa ngokuphelele ngokuxhumana nge-elekthronikhi njengoba kuchazwe esigabeni 63(2)(a) soMthetho weziNkampani ku- https://mtnzfagm.votingplatform.corporateactions.co.za/login ngoMsombuluko mhla ka-3 Agasti 2020 ngo-11:30 (ngesikhathi saseNingizimu Afrika), (i) ukubheka kanye, uma kubonwa kulungile ukuba kuphasiswe, ngokuguqulwa noma ngaphandle kokuguqulwa, izinqumo ezilandelayo ezijwayelekile nezikhethekile, ngendlela edingwa wuMthetho weziNkampani, njengoba zifundwa yiZidingo zokuFakwe oHlwini ("**i-Listings Requirements**") lwe-JSE kanye ne-MOI, (ii) nokubhekana namabhizinisi anjalo okungabhekwana nayo ngokomthetho kwi-AGM.

IBhodi labaqondisi beNkampani ("**iBhodi**") ngokuhambisana nesigaba 62(3)(a), sifundwa nesigaba 59, soMthetho weziNkampani, lihlonza ukuthi abanikazi bamasheya baqoshwe ohlwini lweNkampani njengosuku oluqoshiwe lokuvota loLwesihlanu mhla ka24 Julayi 2020 banelungelo lokubamba iqhaza nokuvota kwi-AGM. Ngokunjalo, usuku lokugcina ukuhweba kumasheya eNkampani ukuze ziqoshwe ohlwini lokuphepha ukuze babe nelungelo lokubamba iqhaza nokuvota oluyoba oLwesibili, mhla ka-21 Julayi 2020.

Ngenxa: (i) yokuquka kwe-the COVID-19 eNingizimu Afrika, umumo wayo njengobhubhane oluqhubekayo nokumenyezelwa kwayo njenge"nhlekelele kazwelonke" ngokwemigomo yoMthetho wokuLawula iNhlekelele, No 57 ka-2002, njengoba uchitshiyelwe (kanti ngokunjalo, imigoqo ebekelwe ukuhlangana komphakathi), kanye nokumemezela okulandela lapho kukaMengameli uCyril Ramaphosa ngemvalelwakhaya kazwelonke esaqhubeka namanje; kanye (ii) ukuchibiyela okulandela i-MOI yeNkampani, evunywe abanikazi bamasheya ngokunika imvume ebhalwe phansi ngokwemigomo yesigaba 60 soMthetho weziNkampani cisho ngomhla ka-15 Juni 2020, ngokuvumela

inkampani ukuba ibambe imihlangano ejwayelekile nama-AGM (lokho okungab yikho), okufaka ne-AGM ka-20202, ngokuphelele ngokuxhumana nge-elekthronikhi njengoba kuchazwe esigabeni 63(2)(a) soMthetho weziNkampani, iBhodi, ezimweni ezithile, libone kubalulekile, kuhlakaniphile futhi kuthandeka ukuba i-AGM ezayo ibanjwe ngokuphelele ngokubamba iqhaza nge-elekthronikhi, hhayi ngokuhlangana kwabantu siqu. Ngokunjalo, i-AGM kuyofinyeleleka kuyo ngokuxhumana nge-elekthronikhi, njengoba kuvunywe yi-JSE nangokuhambisana nezihlinzeko zoMthetho weziNkampani kanye ne-MOI yeNkampani. Abanikazi bamasheya bayoba nethuba lokuvota nge-elekthronikhi ngokusebenzisa inkundla ye-iProxy ngaphambi komhlangano, noma ukuthumela amafomu abameleli, noma ukubamba iqhaza kanye/noma ukuvota kwikhompyutha, kusetshenziswa i-smartphone, i-tablet noma ikhompyutha, okuncike ezihlinzekweni ezingena kubanikazi bamasheya athengiwe ngaphandle kokubhalisa ngegama labo. Uyacelwa ukuba ubheke amakhasi 26 kuya ku-30 alesi saziso se-AGM semininingwane yokuthi ungalibamba kanjani iqhaza emhlanganweni.

Abanikazi bamasheya bayoba nesibopho sokukhokhela izindleko nenethiwekhi yabo mayelana nokubamba iqhaza kwi-elekthronikhi kanye/noma ukwenza i-AGM nge-elekthronikhi. Nanoma yiziphi izindleko ngeke kube ezizokhokhwa yi-JSE, iNkampani noma nanoma yimuphi umhlinzeki wemisebenzi okhona ngezinhloso zokubamba kanye/noma ukusebenza kwe-AGM kwi-elekthronikhi. I-JSE, iNkampani noma ngabe yimuphi umhlinzeki wemisebenzi ngeke babe nesibopho uma kulahleka ukuxhumana ngokwenethiwekhi noma ukwehluleka kwenethiwekhi ngenxa yokushoda kwe-airtime, ukuxhuma kwi-inthanethi, ibhendiwithi ye-inthanethi kanye/noma ukunqamuka kukagesi okuvimbela nanoma yimuphi uMbambiqhaza onjalo ekubambeni iqhaza kanye/noma ukuvota kwi-AGM.

Ukuhlonzwa kwababambiqhaza emhlanganweni

Abanikazi bamasheya baphinde belulekwe ukuthi ngokwemigomo Isigaba 63(1) soMthetho weziNkampani, nanoma yimuphi umuntu (okufaka nabameleli) abethamele noma ababambe iqhaza kwi-AGM kumele bethule ukuzihlonza ngendlela eyenelisayo ngaphambi kokuvunyelwa ukwethamela noma ukubamba iqhaza nokuvota kwi-AGM. INkampani isigcine imisebenzi ye-Ince Proprietary Limited ukuhlinzeka inkundla yokuvota newebhukhasti, nokuveza ngendlela (ngokubambisana neNkampani, ikakhulukazi, omabhalane bokwedlulisa beNkampani, i-Nedbank Limited (esebenza ngeyunithi ebizwa nge-Share Scheme Administration business unit, kanye ne-CSDP yakho)) ukukwazi komnikazi wamasheya ngamunye ukubamba iqhaza kanye/nomaukuvota kwi-AGM, ngaphambi kokukuhlinzeka ngendlela edingekayo ukufinyelela kwi-AGM kanye nenkundla yokuvota ehlobene nalokho.

Abanikazi bamasheya belulekwa, baphinde bagqugquzelwe ukubamba iqhaza kwi-AGM nge-elekthronikhi, ukuze umsebenzi wenziwe kahle, nokusebenzisa inkundla yommeleli kwikhompyutha njengoba kuvezwe kulesi Saziso ngaphambi komhlangano, okuncike kwizihlinzeko ezingena kubanikazi bamasheya athengwe ngaphandle kokusebenzisa igama labo.

I-AGENDA

1. Ukwethulwa kwezitatimende zezimali zaminyaka yonke

Izitatimende zezimali zaminyaka yonke ezicwaningiwe zeNkampani (njengoba kuvunywe wumqondisi we-Bhodi leNkampani), okufaka imibiko yabaqondisi, ukucwaningwa kwamabhuku, imibiko yengcuphe nekomidi lokuhambisana nokubekiwe nombiko wabacwaningi bamabhuku bangaphandle wonyaka ophela mhla ka-31 Disemba 2019, isisatshalaliswe kubanikazi bamasheya njengoba kudingeka futhi yethulwe kubanikazi bamasheya kule AGM njengoba kudingeka ngokwemigomo Isigaba 61(8)(a) soMthetho weziNkampani.

Ukuphothula kwezitatimende zezimali zaminyaka yonke ezibekwe emakhasini 17 kuya ku-52 kombiko wonyaka etholakala kwiwebhusaythi yeNkampani ku- www.mtnzakhelefuthi.co.za/investor-relations ngaphansi kwesigaba esinesihloko esithi Annual and Interim Financial Statements.

Uma ufunda izinqumo ezingezansi, uyacelwa ukuba ubheke amanothi achazayo ngezinqumo ze-AGM ekhasini 21.

2. IZINQUMO EZIJWAYELEKILE OKUMELE ZIBHEKWE FUTHI ZEMUKELWE

2.1 **Isinqumo esijwayelekile nombolo 1.1 to 1.3**

Ukukhethwa kwabaqondisi beNkampani

IBhodi likhethe uBelinda Mapongwana, uManana Nhlanhla no-Edward Pitsi njengabaqondisi beNkampani kulandela i-MTN Zakhele Futhi AGM ebanjwe mhla ka-17 Meyi 2019. Laba baqondisi, bengakwazi, ukuzibeka ethubeni lokukhethwa. Izimpilomlando eziphelele zabaqondisi zibekwe ekhasini 35 lalesi saziso.

Isinqumo esijwayelekile nombolo 1.1:

"Kwanqunywa ukuthi, uBelinda Mapongwana akhethwe njengomqondisi weNkampani."

Isinqumo esijwayelekile nombolo 1.2:

"Kwanqunywa ukuthi, uManana Nhlanhla akhethwe njengomqondisi weNkampani."

Isinqumo esijwayelekile nombolo 1.3:

"Kwanqunywa ukuthi, u-Edward Pitsi akhethwe njengomqondisi weNkampani."

Iphesenti lamalungelo okuvota elidingekela Isinqumo esijwayelekile nombolo 1.1 kuya ku-1.3 okumele iguqulwe ingaphezu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota asetshenziswa kuleso naleso sinqumo.

2.2 **Isinqumo esijwayelekile nombolo 2**

Ukukhethwa kabusha komqondisi ngokwehla esikhundleni

Umqondisi olandelayo wehla esikhundleni ngokushintshana nomunye ngokwemigomo yesigatshana 24.7 we-MOI yeNkampani, okudinga kwabaqondisi abangengaphansi kokukodwa abehla esikhundleni ngokushintshana kuleyo naleyo AGM. UNk. Mabaso Koyana, uma ekwazi, uzinikela ukuba akhethwe kabusha. UNk. Mabaso-Koyana ungumqondisi ongaphethe ozimele nosebenza njengoSihlalo weBBhodi leNkampani. Impilomlando egcwele yomqondisi ibalulwe ekhasini 2 lalesi saziso.

"Kwanqunywa ukuthi, Sindisiwe Mabaso-Koyana ukhethwe kabusha njengomqondisi weNkampani."

Iphesenti lamalungelo okuvota elidingekela Isinqumo esijwayelekile nombolo 2 okumele iguqulwe ingaphezu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota asetshenziswa kuleso naleso sinqumo.

Okuzoqashelwa:

UNk. S De Bruyn wesulile eBhodini kusukela mhla ka-22 Juni 2020. IBhodi liyambonga ngokufaka kwakhe isandla ngesikhathi sakhe njengomqondisi weNkampani.

2.3 **Isinqumo esijwayelekile nombolo 3.1 kuya ku-3.4**

Ukukhethwa kwamalungu eKomidi laBacwaningi bamabhuku neNgcuphe

Isinqumo esijwayelekile nombolo 3.1:

"Kwanqunywa ukuthi, kuncike ekuphaseni Isinqumo esijwayelekile nombolo 2, uSindisiwe Mabaso-Koyana akhethwe njengelungu lekomidi labacwaningi mabhuku nengcuphe ozoqala ukusebenza kusukela ekupheleni kwalo mhlangano ngokwemigomo Isigaba 94(2) soMthetho weziNkampani 71 ka-2008, njengoba kuchitshiyelwe, kuze kube sekuphothulweni kwe-AGM elandelayo."

Isinqumo esijwayelekile nombolo 3.2:

"Kwanqunywa ukuthi, uGrant Gelink akhethwe njengelungu lekomidi labacwaningi mabhuku nengcuphe ozoqala ukusebenza kusukela ekupheleni kwalo mhlangano ngokwemigomo Isigaba 94(2) soMthetho weziNkampani 71 ka-2008, njengoba kuchitshiyelwe, kuze kube sekuphothulweni kwe-AGM elandelayo."

Isinqumo esijwayelekile nombolo 3.3:

"Kwanqunywa ukuthi, kuncike ekuphaseni Isinqumo esijwayelekile nombolo 1.1, uBelinda Mapongwana akhethwe njengelungu lekomidi labacwaningi mabhuku nengcuphe, ozoqala ukusebenza kusukela ekupheleni kwalo mhlangano ngokwemigomo Isigaba 94(2) soMthetho weziNkampani 71 ka-2008, njengoba kuchitshiyelwe, kuze kube sekuphothulweni kwe-AGM elandelayo."

Isinqumo esijwayelekile nombolo 3.4:

"Kwanqunywa ukuthi, kuncike ekuphaseni Isinqumo esijwayelekile nombolo 1.3, u-Edward Pitsi akhethwe njengelungu lekomidi labacwaningi bamabhuku nengcuphe, ozoqala ukusebenza kusukela ekupheleni kwalo mhlangano ngokwemigomo Isigaba 94(2) soMthetho weziNkampani 71 ka-2008, njengoba kuchitshiyelwe, kuze kube sekuphothulweni kwe-AGM elandelayo."

Iphesenti lamalungelo okuvota elidingekela Izinqumo ezijwayelekile nombolo 3.1 kuya 3.4 okumele iguqulwe ingaphezu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota asetshenziswa kuleso naleso sinqumo.

2.4 **Isinqumo esijwayelekile nombolo 4**

Ukukhethwa kabusha kwabacwaningi bamabhuku bangaphandle

"Kwanqunywa ukuthi, uSizweNtsalubaGobodo Grant Thornton Inc. ukhethwa kabusha njengomcwaningi wamabhuku weNkampani ukuba abambe isikhundla kusukela ekuphothulweni kwe-AGM yesi-4 kuze kube sekuphothulweni kwe-AGM elandelayo yeNkampani."

Iphesenti lamalungelo okuvota elidingekela Isinqumo esijwayelekile nombolo 4 okumele liguqulwe ingaphezu kwama-50% (amaphesenti angamashumi amahlanu) kwamalungelo okuvota asetshenziswe kulesi sinqumo.

IZINQUMO EZIKHETHEKILE

1.1 **Isinqumo esiyisipesheli nombolo 1**

Imiholo ephakanyisiwe ekhokhelwa abaqondisi abangaphethe

"Kwanqunywa ukuthi (i) ngokwemigomo yoMthetho weziNkampani 71 ka-2008, njengoba kuchitshiyelwe nesigatshana 26 sememorandamu yokuhlanganyela seNkampani nencike emigomweni yakhona, imiholo yabaqondisi, kusukela ngokusku lokuphasa kwalesi sinqumo, okubekwa njengengezansi:

IBhodi le-MTN Zakhele Futhi (RF) Limited

	Imali yokugcinwa yonyaka (ZAR)		**Imali yokwethamela (ZAR) (ngomhlangano ngamunye)**
	Imali ephakanyisiwe yekota	**Isamba ngonyaka**	**Imali yokwethamela ephakanyisiwe (ngomhlangano ngamunye)**
USihlalo	30 517	122 069	48 066
Ilungu	13 343	53 374	26 685

** Kucatshangwa ukuthi iBhodi lizohlangana ngekota*

Ikomidi lokucwaninga amabhuku nengcuphe e-MTN Zakhele Futhi (RF)

	Imali yokugcinwa yonyaka (ZAR)		**Imali yokwethamela (ZAR) (ngomhlangano ngamunye)**
	Imali ephakanyisiwe yekota	**Isamba ngonyaka**	**Imali yokwethamela ephakanyisiwe (ngomhlangano ngamunye)**
USihlalo	N/A	N/A	21 027
Ilungu	N/A	N/A	14 531

** Kucatshangwa ukuthi ikomidi lokucwaninga amabhuku nengcuphe liyohlangana okungenani kabili ngonyaka ukuhambisana nemiphumela yamanje neyasekupheleni konyaka, kanti kuyokhokhwa kuphela imali yokwethamela.*

I-MTN Zakhele Futhi (RF) Limited – I-asayimenti ekhethekile/Amaphrojekthi ngosuku/umsebenzi oba khona ngezikhathi ezithile

Isilinganiso ngosuku/ngehora (ZAR) ngaphandle uma kushiwo okwehlukile	**Okuphakanyisiwe**
Umsebenzi oyisipesheli noma iphrojekthi ngosuku	11 634
Umsebenzi owenziwa uma kuvela amaphrojekthi ayisipesheli ngosuku kubandakanya imihlangano yethelekhomu (izinga lehora)	1 454

(i) Ngokuhambisana nesigaba 26.2 sememorandamu yokuhlanganyela kweNkampani i-MOI, abaqondisi bangakhokhelwa zonke izindleko ezikahle ekuhambeni (kubandakanya amahotela) ukuya nokubuya emihlanganweni yabaqondisi kanye nabanikazi bamasheya, kanye namalungu amakomidi eBhodi kufanele abe nelungelo kuzo zonke izindleko ezikahle zokuhamba (kubandakanya amahotela) ukuya nokubuya emihlanganweni yamalungu amakomidi eBhodi."

Isiphakamiso esishiwo kusinqumo esiyisipesheli nombolo 1, sihambisana neholo elikhokhelwa abaqondisi abayizikhulu ezingaphethe kanye nabasebenza emahhovisi abayizikhulu ezingaphethe bezinye izinkampani zaseNingizimu Afrika futhi lokhu kumelela ukukhula kuka-5.0% ezimalini zangonyaka odlule. IBhodi yeNkampani isigunyazile isiphakamiso.

Umholo obukeziwe ophakanyisiwe uthathwa ngokuthi unobulungiswa futhi ukahle futhi usiza iNkampani.

Iphesenti lamalungelo okuvota elidingekayo kusinqumo esiyisipesheli nombolo 1 okufanele samukelwe kufanele okungenani kube ngu-75% wamalungelo okuvota asetshenziswa yibo bonke ababambiqhaza abakhona siqu sabo, noma abamelwe, kwi-AGM.

1.2 **Isinqumo esiyisipesheli nombolo 2**

Izichibiyelo eziphakanyisiwe kumemorandamu yokuhlanganyela yeNkampani

"**Kwanqunywa ukuthi** imemorandamu yokuhlanganyela ekhona yeNkampani (i-"**MOI**") lapha ichitshiyelwe bese esikhundleni sayo kufakwa i-MOI entsha yonke ("**i-New MOI"**), njengesihumusho esichitshiyelwe se-MOI esivele ikhona eyagunyazwa yisinqumo seBhodi yeNkampani futhi usihlalo weBhodi afake amanisheli ngezinhloso zokukhomba, nezikhombisa (ngezinhloso zokukhomba kuphela) izichibiyelo ezisebenzayo ku-MOI ezivele zikhona ngesakhiwo esilandelelwe, ngalesi sinqumo siqala ukusebenza ngokuhambisana nezinto ezihlinzekwa wuMthetho Wezinkampani kodwa hhayi ngokushesha kunesiphetho somhlangano lapho lesi sinqumo saphasiswa khona futhi sahlinzeka ukuthi, kangangoba kudingwa wu-MTN, izichibiyelo kule MOI eziqukethwe kulesi sinqumo (noma nanoma iyiphi ingxenye yezichibiyelo ezinjalo, njengoba kungaba njalo) bekufanele kuvunywe ngabanikazi bamasheya be-MTN emhlanganweni ojwayelekile, lapho lesi sinqumo singeke sisebenze khona size sivunywe khona."

Izimpawu ezibalulekile zeSivumelwano Sobudlelwano esichitshiyelwe zishiwo kula manothi achazayo kulesi saziso se-AGM esiqala ekhasini lama-26 kanti esiphelele, Isivumelwano Sobudlelwano esichitshiyelwe esikhombisa izichibiyelo ezenziwe kulandela kulesi sinqumo esijwayelekile nombolo 2 (kubandakanya isihumusho, sokwenza lula ukubona, esikhomba izichibiyelo ezilandelelwe kuSivumelwano Sobudlelwano esiikhona) sikhona kuwebhusayithi yeNkampani ku-https://www.mtnzakhelefuthi.co.za/investor-relations enesihloko esithi "MTN Zakhele Futhi MOI – 2020 Amendments 29 Juni 2020".

Iphesenti lamalungelo okuvota elidingekayo esinqumeni esiyisipesheli nombolo 2 okufanele lamukelwe kufanele (i) isinqumo esiyisipesheli ngaphansi koMthetho Wezinkampani 71 ka-2008, njengoba uchitshiyelwe, u-75% wamalungelo okuvota asetshenziswa esinqumeni esiyisipesheli nombolo 2 yibo bonke abanikazi bamasheya eNkampanini (onke amakilasi avotayo), futhi ukwengeza (ii) okungenani ama-65% wamalungelo okuvota asetshenziswa esinqumweni esiyisipesheli nombolo 2 ngabanikazi bamasheya ajwayelekile eNkampanini. Ukwengeza ngenhla, imvume yenkontilaki yabo bobabili i-ejenti yabanikazi bamasheya akhethwayo eNkampanini kanye no-MTN kuzodingeka ngezinhloso zalezi zichibiyelo ze-MOI.

Isikhathi sokusebenza kwezinqumo

Ngaphandle uma kushiwo ngenye indlela, zonke izinqumo zizosetshenziswa ngokushesha uma sezigunyaziwe ngabanikazi bamasheya abaningi okudingeka ukuthi bazisebenzise.

Izinqubo zokuvota

Ukuvota ku-AGM kuzokwenziwa nge-elekthronikhi. Into yokuvota ye-elekthronikhi izohanjiswa ngaphambi kokuqala umhlangano kubo bonke abanikazi bamasheya abeza siqu nabafanele ukuvota. Onobhala bazokhomba ubunikazi bamasheya bomnikazi wamasheya ngamunye ukuze inombolo yamavoti umnikazi wamasheya ngamunye anawo emhlanganweni izoxhunywa enombolweni yamavoti umnikazi wamasheya ngamunye uzokwazi ukusebenzisa isisetshenziswa se-elekthronikhi. Abanikazi bamasheya abaqede futhi babuyisa amafomu abameleli angeke kudingeke ukuthi bavote besebenzisa isisetshenziswa emhlanganweni. Uhlelo lokuvota kubanikazi bamasheya abakhetha ukubamba iqhaza nge-elekthronikhi lubekwe nemininingwane kumhlahlandlela wabanikazi bamasheya kwikhompyutha ekhasini 26. Abanikazi bamasheya bayagqugquzelwa ukuba babambe iqhaza nokusebenzisa ifomu lommeleli noma indlela yokuvota kwikhompyutha ukuqinisekisa ukuthi wonke amavoti abanikazi bamasheya ayabalwa, kuncike kwizihlinzeko ezihambelana nabanikazi bamasheya athengiwe ngaphandle kokubhalisa ngegama labo.

Ukuvota nabameleli

Abanikazi bamasheya abanezitifiketi nabanikazi bamasheya athengiwe abanamasheya abhaliswe 'emagameni abo' banelungelo lokwethamela umhlangano nokuvota emhlanganweni angakhetha oyedwa noma ngaphezulu abayizimeleli ukuba bethamele umhlangano, babambe iqhaza nokuvota esikhundleni sabo. Ummeleli akudingeki ukuba abe ngumnikazi wamasheya eNkampanini kodwa kumele abe ngumuntu nje. Ukukhethwa kommeleli ngeke kubeke eceleni umnikazi wamasheya okhethe lowo mmeleli ekwethameleni i-AGM nokubamba iqhaza nokuvota komuntu ngqo kuze kufike ekubekweni eceleni kwalowo mmeleli. Ifomu lommeleli lokusetshenziswa emhlanganweni linanyathiselwe kanti kumele lilethwe yibo bonke abantu abethamele njengabameleli, kanye namakhophi omazisi baseNingizimu Afrika omnikazi wamasheya nommeleli.

Ithuluzi eligcwaliswe ngendlela lokukhetha ummeleli negunya, uma kukhona, okusayinwe ngaphansi kwakho okumele lifakwe abanikazi bamasheya komabhalane bokwedlulisela beNkampani, i-Nedbank Limited, isebenza ngaphansi kweyunithi ebizwa ngele-

Share Scheme Administration business unit, Inombolo yokubhalisa: 1951/000009/06, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 noma nge-imeyli kuleli kheli le-imeyli: ssa-zakhelefuthi@Nedbank.co.za ngaphambi kokuqala komhlangano ozobanjwa ngo-11:30 (ngesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ka-3 Agasti 2020 nokuthi umsebenzi wenzeke ngendlela abanikazi bamasheya bacelwa ukuba bafake zonke izincwadi kungakashayi u-08:00 (ngesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ka-3 Agasti 2020. Igama nemininingwane yekheli yomabhalane bokwedlulisela banikwa kwifomu lesimeleleli.

Ukunaka kwabanikazi bamasheya kuqondiswe kumanothi ongeziwe akhona kuleli fomu lesimeleli okufakwa kulesi saziso ekhasini 32.

Ifomu lommeleli elinanyathiselwe lihlinzekelwe abanikazi bamasheya ukuze kubasebenzela kahle. Abanikazi bamasheya abaphoqiwe ukusebenzisa ifomu elinanyathiselwe kanti ungakhetha ummeleli ngokubhala phansi ngaphansi kwesigaba 58 soMthetho weziNkampani 71 ka-2008, njengoba kuchitshiyelwe. Isifingqo sokuhlinzekwa yilesi sigaba sifakwe esithasiselweni sesaziso se-AGM.

Abanikazi bamasheya athengiwe ngaphandle kokubhalisa ngegama labo kumele banike imiyalelo kuma-CSDP abo, ibhrokha noma okhethiwe ngendlela abafisa ngayo ukuvota. Imiyalelo yokuvota kumele ifike kwi-CSDP, ibhrokha noma okhethiwe esikhathini esanele ukuvumela i-CSDP, ibhrokha noma okhethiwe ukweluleka iNkampani noma komabhalane okwedluliselwa kubo beNkampani, i-Nedbank Limited (isebenza ngeyunithi ebizwa ngele-Share Scheme Administration business unit) ngemiyalelo yabo kungakashayi i-14:00 mhla ka-30 Julayi 2020, ukuze umsebenzi wenzeke kahle.

Abanikazi bamasheya athengiwe ngaphandle kokubhalisa ngegama labo abafisa ukwethamela umhlangano, babambe iqhaza ngele-elekthronikhi kanye/noma bavote kwi-AGM kudingeka ukuba baqale bavumelane kanye/noma bayalele ama-CSDP abo, ibhrokha noma okhethiwe ukuba bakhiphe izincwadi ezidingekayo zokumela ngokwemigomo yesivumelwano zokufukamela okungenwe kuso phakathi kwabanikazi bamasheya athengiwe kanye nama-CSDP abo, ibhrokha noma okhethiwe ukwenza njalo nokulandela inqubo engenhla. Ukuze umsebenzi wenzeke ngendlela, abanikazi bamasheya bacelwa ukuba bafake izincwadi zokumelwa nomabhalane beNkampani kungashayi u-14:00 mhla ka-30 Julayi 2020.

Ngomyalelo weBhodi

Sindisiwe Mabaso-Koyana
USihlalo: iBhodi yabaqondisi

29 Juni 2020

Ikheli lebhizinisi kanye nehhovisi elibhalisiwe

135 Rivonia Road
Sandown
Johannesburg
2193

Onobhala bokudlulisela kanye nokuxhumana kwabanikazi bamasheya

I-Nedbank Limited, ngokusebenzisa iyunithi yebhizinisi yoKuphatha
Umsebenzi Wesikimu Samasheya
Iyunithi yokuphathwa kwebhizinisi
(Inombolo yokubhalisa: 1951/000009/06)
135 Rivonia Road
Sandown
Johannesburg, 2193
Ucingo: +27 83 900 6863
I-imeyli: ssa-zakhelefuthi@Nedbank.co.za

Nganoma yiluphi usizo noma ulwazi, sicela ufonele i-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi yoKuphatha Umsebenzi Wesikimu Samasheya ku+27 83 900 6863.

Ukukhethwa kwabaqondisi beNkampani abaqokwe ngesikhathi sonyaka – Izinqumo ezijwayelekile nombolo 1.1 kuya ku- 1.3

Ngokwemithetho yesigatshana 24.15 sememorandamu okuhlanganyela e-MOI, nanoma yisiphi isikhala esikhona kwiBhodi singagcwaliswa yiBhodi, kodwa umuntu ngayedwa uyakhetha (okufaka nanoma yimuphi uMqondisi oKhethwe u-MTN) oyokuma esikhundleni ekupheleni komhlangano wokuqala wabanikazi bamasheya ozobanjwa emva kokuqokwa kwalowo muntu njengomqondisi ngaphandle uma ekhethwe kulowo mhlangano wabanikazi bamasheya noma isinqumo sabaqondisi.

Ukukhethwa kabusha komqondisi othatha umhlalaphansi ngokushintshana kwi-AGM – Isinqumo esijwayelekile nombolo 2

Izigatshana 24.7 no 24.8 zememorandamu yokuhlanganyela i-MOI, okufaka, nokudinga isibalo sokukodwa kokuthathu sabaqondisi (okufaka aBaqondisi aBakhethwe u-MTN), ukuba behle esikhundleni ekupheleni kwaleyo AGM nokuba labo baqondisi abalungele ukukhethwa kabusha, ukuba bakhethwe kabusha abanikazi bamasheya. USindiswe Mabaso-Koyana njengoba esephumile ngokokushintshana ngokwemigomo yememorandamu yokuhlanganyela, i-MOI yeNkampani. Imininingwane ngempilomlando yakhe ibekwe ekhasini 2.

Ukukhethwa kwekomidi lokucwaninga amabhuku – Izinqumo ezijwayelekile nombolo 3.1 kuya ku- 3.4

Isigaba 94 soMthetho weziNkampani 71 ka-2008, njengoba kuchitshiyelwe, kudinga, ngaphezu kokunye, ukuthi kuleyo naleyo AGM yenkampani kahulumeni abanikazi bamasheya bakhetha ikomidi labacwaningi bamabhuku elinamalungu amathathu okungenani angabaqondisi benkampani abangaphethe.

Isimiselo 42 seMitheshwana yeZinkampani, ka-2011 idinga ukuthi, okungenani okukodwa kokuthathu kwamalungu eKomidi laBacwaningi bamabhuku beNkampani nganoma yingasiphi isikhathi kumele abe neziqu zemfundo, noma isipiliyoni, emnothweni, umthetho, ukubusa ngokubambisana, ezezimali, ezohlahlomali, ezohwebo, izindaba zomphakathi noma ukulawulwa kwezindaba zabasebenzi.

IBhodi libukeze umumo wekomidi labacwaningi bamabhuku nengcuphe uma kubukwa izidingo zoMthetho weziNkampani aseliphinde laqinisekisa ukuthi ikomidi lihambisana nezidingo zemithetho nokuthi amalungu anolwazi oludingekile, amakhono nesipiliyoni ukuze ikomidi lenze imisebenzi yalo ngokuhambisana nalezi zidingo. IBhodi liphakamisa ukukhethwa kwamalungu okuphakanyiswe esinqumweni esijwayelekile nombolo 3.1 kuya ku 3.4.

Ukukhethwa kabusha kwabacwaningi bamabhuku bangaphandle – Isinqumo esijwayelekile nombolo 4

Isigaba 90(1) soMthetho weziNkampani siding ukuba inkampani kahulumeni ikhethe umcwaningi wamabhuku unyaka nonyaka kwi-AGM. Ikomidi lokuCwaninga amaBhuku neNgcuphe libheka ukuzimela kwabacwaningi mabhuku bangaphandle ngesikhathi sonyaka namakhono ahloliwe, ukubika nokusebenza kukonke kwe-SizweNtsalubaGobodo-Grant Thornton Inc. (njengabacwaningi bamabhuku bangaphandle) nokuthi sanelisa abacwaningi bamabhuku bangaphandle nokuhambisana nezidingo zesigaba 90(2) no-90(3) soMthetho weziNkampani nesigaba 22 seZidingo zokufaka ohliwini, kanjalo iphakamisa ukukhethwa kwabo kabusha njengabacwaningi bamabhuku bangaphandle beNkampani.

Umholo okhokhelwa abaqondisi – isinqumo esiyisipesheli nombolo 1

Ngokwezigaba 66(8) no-(9) yoMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, umholo ungakhokhwa kuphela kubaqondisi ngesevisi yabo njengabaqondisi ngokuhambisana nesinqumo esiyisipesheli esigunyazwe ngabanikazi bamasheya eminyakeni emibili edlule futhi uma kungavinjiwe ngokwememorandamu yokufakwa yenkampani.

Ngokwesigatshana 26.1 sememorandamu yokuhlanganyela i-MOI yeNkampani, abaqondisi banelungelo kulowo mholo njengabanikazi bamasheya beNkampani emhlanganweni ojwayelekile ngezikhathi ezahlukene kunqume, kodwa kuncike emikhawulweni ezindlekweni zokuphathwa komsebenzi ezisebenza eNkampanini ngaphansi kwesigatshana 3 kuSithasiselo A kwi-MOI, kanye neMibhalo Yethranzekshini (njengoba kuchazwe yimemorandamu yokuhlanganyelwa i-MOI yeNkampani).

Ukwengeza, ngokwesigatshana 26.2 sememorandamu yokuhlanganyela i-MOI yeNkampani, abaqondisi kufanele bakhokhelwe izindleko ezikahle ngokuhamba (kubandakanya amahotela) ukuya nokubuya emihlanganweni yabaqondisi kanye nabanikazi bamasheya, kanye namalungu amakomiti eBhodi kufanele abe nelungelo kuzo zonke izindleko ezikahle ekuhambeni (kubandakanya amahotela) ukuya nokubuya emihlanganweni yamalungu amakomiti eBhodi.

Isinqumo esiyisipesheli nombolo 1 siphakanyisiwe ukuze kuhanjiswane nezidingo zoMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe kanye nememorandamu yokuhlanganyela i-MOI yeNkampani. Amazinga ashiwo kulesi sinqumo esiyisipesheli nombolo 1 sikhethelwe ukuqinisekisa ukuthi umholo wabaqondisi uhlala uncintisana ukuze uvumele iNkampani ukuthi igcine futhi ihehe abantu bezinga elithile, abanokwazi okufanele, amakhono kanye nolwazi oludingekayo ukuze bafake isandla ngendlela enomqondo eNkampanini.

Izichibiyelo eziphakanyisiwe kwimemorandamu yokuhlanganyela yeNkampani – Isinqumo esiyisipesheli nombolo 2

Isinqumo esiyisipesheli nombolo 2 sizoba nomthelela wokuchibiyela imemorandamu yokuhlanganyela yeNkampani nokufaka esikhundleni i-MOI eNtsha. Isizathukwenza sezichibiyelo eziphakanyisiwe sibekwe kwi-MOI eNtsha: (a) ukuguqula amazinga okuyizigigaba ezisusa izinto namasheya akhethwayo akhishwa yiNkampani okwenzeka ngenxa yomphumela woguquko entengweni yamasheya akwa-MTN ("**i-MTN Share Price Trigger"**), okuyonika iNkampani yokuvikela okongeziwe uma kuqhathaniswa nentengo yamasheya akwa-MTN; (b) ukunweba isikhathi sokulungisa kwanoma yisiphi isigigaba esingasusa izinto mayelana namasheya akhethwayo akhishwe yiNkampani ezimweni lapho u-MTN (noma lowo abamkhethile) okhethweni lwawo, usebenzise ukukhetha kwawo kokushaya izingcingo mayelana namasheya akhethwayo esikhathini esiyiziNsuku zokuSebenza eziyi-15 emva kokuvala kwesikhathi esiyiso sokushaya izingcingo, inqobo uma imali ikhokhwe yonke ngesikhathi noma ngaphambi kwalolo suku olubekiwe; (c) ukuchibiyela indlela isaziso esinganikwa ngaso abanikazi bamasheya ukufaka zonke ezinye izinhlobo zokuxhumana nge-elekthronikhi (ukongeza kwi-imeyli) ngendlela iNkampani ivunyelwe ngayo ngokomthetho kanye/noma ukuhlinzeka izaziso, izincwadi, amarekhodi noma izitatimende noma izaziso zokutholakala kosekubaluliwe kubanikazi bamasheya. (d) ukwenza ushintsho oluletha uguquko oludingekayo.

Izimpawu ezibalulekile zezichibiyelo eziphakanyisiwe ezishiwo ku-MOI Entsha zibandakanya, phakathi kokunye:

(i) Ukwehlisa i-MTN Share Price Trigger kusuka kwi-One Day VWAP ka-R50,00 ngesheya laka-MTN ngalinye liye kwi-One Day VWAP of R38,00 ngesheya lakwa-MTN ngalinye nokwehlisa isixazululo sentengo yesheya ngalinye lakwa-MTN kwi-One Day VWAP ka-60,00 ngesheya laka-MTN ngalinye ku-One Day VWAP ngo-R45,00 ngesheya ngalinye lakwa-MTN;

(ii) Ukongeza ukunweba okuzenzekelayo kwesikhathi sokulungisa kwanoma yisiphi isigigaba esingasusa izinto mayelana namasheya akhethwayo akhishwe yiNkampani ezimweni lapho u-MTN (noma lowo abamkhethile) okhethweni lwawo, usebenzise ukukhetha kwawo kokushaya izingcingo mayelana namasheya akhethwayo esikhathini esiyiziNsuku zokuSebenza eziyi-15 emva kokuvala kwesikhathi esiyiso sokushaya izingcingo, inqobo uma imali ikhokhwe yonke ngesikhathi noma ngaphambi kwalolo suku lokuvala;

(iii) ukuchibiyela indlela isaziso esinganikwa ngaso abanikazi bamasheya ukufaka zonke ezinye izinhlobo zokuxhumana nge-elekthronikhi (ukongeza kwi-imeyli) ngendlela iNkampani ivunyelwe ngayo ngokomthetho kanye/noma ukuhlinzeka izaziso, izincwadi, amarekhodi noma izitatimende noma izaziso zokutholakala kosekubaluliwe kubanikazi bamasheya.

Izigatshana ezithentekile kanye nokuqukethwe zezichibiyelo eziphakanyisiwe zibekwe ethebuleni elingezansi (lapho kungena khona, ushintsho oluphakanyisiwe luvezwe ngefomethi yombhalo ekhonjisiwe).

Inombolo yento	Isigatshana esithintekile se- MOI	Okuqukethwe
1.	Ikhasi elingaphandle	Ikhasi elingaphandle lichitshiyelwe ukuveza i-MOI ekhona, elemukelwe ngesinqumo esikhethekile esethulwa mhla ka-17 Meyi 2019 sichitshiyelwe yisinqumo esikhethekile esethulwa mhla ka-15 Juni 2020, nesilandela i-AGM, okuyofakwa esikhundleni sayo i-MOI eNtsha.
2.	Isigatshana 1.3.7	Incazelo ye"**Kheli le-Elekthronikhi**" kulesi sigatshana sichitshiyelwe ngendlela elandelayo ukufaka ezinye izindlela zekheli eli-elekthronikhi lapho iNkampani ivunyelwe khona ngokomthetho ukuze isetshenziselwe ukuxhumana nabanikazi bamasheya: ""***IKheli le-Elekthronikhi"*** *lichaza ukuthi mayelana nokuXhumana nge-Elekthronikhi, nanoma yiliphi ikheli le-imeyli noma ikheli le-elekthronikhi noma imininingwane, okuhlobene nanoma yikuphi oku-elekthronikhi lapho iNkampani inegunya lokuxhumana ngokomthetho, kanye/noma ukuhlinzeka izaziso, izincwadi, amarekhodi noma izitatimende noma izaziso zokutholakala kosekubaluliwe, abanikazi bamasheya isikhathi nesikhathi, njengoba kuhlinzekelwe iNkampani yinoma yimuphi uMuntu;"*

Inombolo yento	Isigatshana esithintekile se- MOI	Okuqukethwe
3.	Isigatshana 37.2	Lesi sigatshana sichitshiyelwe ukuqopha ukukwazi kweNkampani ukukhipha izaziso, izincwadi, amarekhodi noma izitatimende noma izaziso zobukhona kwalokhu osekushiwo nganoma iyiphi enye indlela esemthethweni engavimbekile nenganqindekile kwezinye izikhathi lapho umnikazi wamasheya enika iKheli le-Elekthronikhi eNkampanini.
4.	Isigatshana 37.3	Lesi sigatshana sichitshiyelwe ukuqopha uma kwenzeka ukuthi uMnikazi wamasheya engayihlinzekanga iNkampani ngekheli (ikheli lokuposa noma iKheli eli-Elekthronikhi) ngenhloso yokwemukela izaziso eNkampanini, kuyokwenela uma isaziso sikhishwe ngokusifaka kwiwebhusaythi yeNkampani kuze kufike usuku lapho umcimbi okhonjwa yisaziso.
5.	Isigatshana 37.10	Lesi sigatshana sichitshiyelwe ukunweba ukukwazi kweNkampani ukufaka isicelo enkantolo somyalelo wokuvumela umsebenzi noma ukulethwa kwezaziso nganoma yingayiphi indlela, okufaka zonke izinhlobo zokuxhumana ngokwekhompyutha.
6.	Isigatshana 1.3.270.1.6 of Okunanyathiselwe A	Lesi sigatshana sichitshiyelwe ngendlela elandelayo ukuveza intengo ye-MTN Share Price Trigger: *"Isigatshana 33.2.3.1.33 (One Day VWAP yamasheya akwa-MTN ~~ingu-R50,00 (fifty Rand)~~ R38,00 (amarandi angamashumi amathathu nesishiyagalombili) noma ngaphansi); kanye/noma"*
7.	Isigatshana 2.3. 1.31 of Okunanyathiselwe A	Lesi sigatshana sichitshiyelwe ngendlela elandelayo ukuveza intengo encishisiwe ye-MTN Share Price Trigger Kanye nentengo yokuhlenga: *"nganoma yiluphi usuku lokuHweba, i-One Day VWAP yamasheya akwa-MTN Shares iyisamba ~~R50,00 (fifty Rand)~~ esingama-R38,00 (amarandi angamashumi amathathu nesishiyagalombili) noma ngaphansi i-One Day VWAP yamasheya akwa-MTN ingabuyiselwa ibe ngaphezu ~~kwama- R50,00 (fifty Rand)~~ R45,00 (amarandi angamashumi amane nanhlanu) esikhathini soSuku olu-1 lokuSebenza kulandela isaziso esiBhaliwe kwi-jenti i-Preference Share Agent eNkampanini edinga i-One Day VWAP yamasheya akwa-MTN ukuba abe ngaphezu ~~kwama-R60,00 (sixty Rand)~~ R45,00 (amarandi angamashumi amane nanhlanu); noma"*
8.	Clause 2.3.3 of Annexe A	Isigatshana esisha u- 2.3.3 sishuthekwe emva nje kwesigatshana 2.3.2 kanje: *"Uma u-MTN noma oKhethwe wu-MTN uselethe iSaziso se-Call Option Exercise Notice ngesikhathi esifanele esaziwa ngele-Trigger Event Call Option Period ngokuhambisana nokuhlinzeka kwesivumelwano sokuKhetha ukushaya ucingo, isikhathi esibekiwe sokulungisa noma yisiphi isigameko se-BIC2 Potential Trigger Event nesiyokwelulwa kuze kufike uSuku lokuVala lwe-Call Option Closing Date kanti, inqobo nje uma iMali ye-Call Option Strike Price ikhokhwe yaphelela ngosuku noma ngaphambi kwe-Call Option Closing Date, kuyonwetshwa ngesikhathi esiyiZinsuku zokuSebenza eziyishumi nanhlanu (15) emva kwe-Call Option Closing Date."*

Njengoba kudingwa yi-MOI yeNkampani, izichibiyelo eziphakanyisiwe zithole imvume ebhaliwe ngaphambilini u-MTN ne-Nedbank Limited (isebenza ngoPhiko olwaziwa nge-Corporate and Investment Banking Division), kumumo wayo njenge-ejenti i-Preference Share Agent. I-JSE iphinde yavuma izichibiyelo eziphakanyisiwe kwi- MOI.

Sicela wazi ukuthi isihumusho esiphelele sezichibiyelo ku-MOI (okuyi-**MOI Entsha**) kufanele sifundwe sonke ukuthi sizwakale ngokugcwele kwezinto eziqukethwe. Ikhophi ephelele ye-MOI Entsha, kubandakanya zonke lezo zichibiyelo (kubandakanya isihumusho, ukuze kube lula ukubheka, ekhomba lezo zichibiyelo esakhiweni sombhalo esilandelwayo ku-MOI esivele ikhona), siyatholakala kuwebhusayithi yeNkampani ku- https://www.mtnzakhelefuthi.co.za/investor-relations "*MTN Zakhele Futhi MOI – 2020 Amendments 29 June 2020*".

Amanothi abalulekile nge-AGM

Usuku nesikhathi

Umhlangano uyobanjwa abantubengekho ndawonye mhla ka-03 Agasti 20202 ku-https://mtnzfagm.votingplatform.corporateactions.co.za/login kanti uyoqala ngo-11:30 (ngokwesikhathi saseNingizimu Afrika).

Abanikazi bamasheya bangethamela i-AGM ngokufinyelela kuyo ngekhompyutha kanti kuyodingeka babhalise ngaphambi komhlangano, kuncike ezihlinzekweni ezimayelana namasheya athengiwe ngaphandle kokuwabhalisa egameni lakho. Imininingwane yokuthi ungawethamela kanjani umhlangano ngendlela yekhompyutha ingatholakala ekhasini 26 lalesi Saziso.

Imisebenzi yokuhumusha

Uyacelwa ukuba uqaphele ukuthi umhlangano uyohunyushelwa esiZulwini nasesiSuthwini. Le ncwadi itholakala ngesiZulu nesiSuthu kuwebhusaythi ku- https://www.mtnzakhelefuthi.co.za/investor-relations ngaphansi kwesihloko esithi "Notice to Annual General Meetings".

Qaphela

Imibuzo

Nanoma yimuphi umnikazi wamasheya ohlangabezana nezinkinga noma imibuzo mayelana ne-AGM noma okungaphezu kwalokho umenywa ukuba athintane ne-Nedbank Limited, isebenza ngeyunithi eyaziwa ngele- Share Scheme Administration business unit ku- +27 83 900 6863. Ukushaywa kwezingcingo kuyogadwa ngenhloso yokulawula izingabunjalo.

Imiphumela ye- AGM iyohlonywa kwi-Securities Exchange News Services (i-"**SENS**") ngokushesha ngemva kwe-AGM.

ISIFINGQO SAMALUNGELO ASEBENZAYO ATHOLAKALE KUSIGABA 58 SOMTHETHO WEZINKAMPANI NOMBOLO 71 KA-2008, NJENGOBA KUCHITSHIYELWE

Ngezinhloso zalesi sifingqo, itemu "umnikazi wamasheya" kufanele libe nomqondo oshiwo kusigaba 57(1) soMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwe.

1. Nanoma nini, umnikazi wamasheya wenkampani unelungelo lokuqoka nanoma yimuphi umuntu ngamunye, kubandakanya umuntu ngamunye ongesiyena umnikazi wamasheya waleyo nkampani, njengommeleli ukuthi ahlanganyele, akhulume futhi avote emhlanganweni wabanikazi bamasheya egameni lomnikazi wamasheya.
2. Ukuqokwa kommeleli kufanele kube ngokubhala, kufakwe usuku futhi kusayinwe ngumnikazi wamasheya ofanele.
3. Ngaphandle uma imemorandamu yokufakwa kwenkampani ihlinzeka ngenye indlela:

   3.1 umnikazi wamasheya wenkampani efanele angaqoka abantu ababili noma ngaphezulu kanye kanye njengabameleli, futhi angaqoka ummeleli ongaphezu koyedwa ukuthi asebenzise namalungelo okuvota okufakwe ekuvikelekeni okuhlukene okungaphansi kwalowo mnikazi wamasheya; kanye

   3.2 nekhophi yento yokuqoka ummeleli kufanele ihanjiswe enkampanini efanele, noma kunanoma yimuphi omunye umuntu egameni lenkampani efanele, ngaphambi kokuthi ummeleli asebenzise nanoma yimaphi amalungelo omnikazi wamasheya emhlanganweni wabanikazi bamasheya.

4. Nangale kwefomu lento esetshenziswa ukuqoka ummeleli:

   4.1 ukuqokwa kommeleli kuyamiswa noma nini nakangangokuthi lowo mnikazi wamasheya oqoke lowo mmeleli ekhetha ukwenza ngqo nangesiqu ekusebenziseni nanoma yimaphi amalungelo njengomnikazi wamasheya enkampani efanele; futhi

   4.2 uma into esetshenziswe ukuqoka ummeleli inokumiswa, umnikazi wamasheya angakumisa ukuqokwa kommeleli ngokukhansela ngokubhala, noma enze ukuqokwa kommeleli okungahambisani ngokuhamba kwesikhathi, bese ehambisa ikhophi yento yokumisa kummeleli kanye nenkampani efanele.

5. Ukumiswa kokuqokwa kommeleli kusho ukukhanselwa okuphelele nokokugcina kwamandla ommeleli ukuthi enze egameni lomnikazi wamasheya ofanele ekuhambeni kwesikhathi:

   5.1 olushiwo ekumisweni kwento yokuqoka, uma kukhona; noma

   5.2 lokho kumiswa kwento ihanjiswe kummeleli kanye nenkampani efanele njengoba kudingeka esigabeni 58(4)(c)(ii) soMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwe.

6. Uma into yokuqoka ummeleli noma abameleli ihanjisiwe enkampanini efanele, uma nje ukuqokwa kusasebenza, nanoma yisiphi isaziso esidingekayo ngokoMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwa noma imemorandamu yokufakwa yenkampani efanele kufanele ihanjiswe yileyo nkampani kumnikazi wamasheya kufanele kuhanjiswe yile nkampani:

   6.1 kumnikazi wamasheya, noma

   6.2 ummeleli noma abameleli uma umnikazi wamasheya ngokubhala okuqondiswe enkampanini efanele ukwenza njalo futhi ekhokhile nanoma iyiphi imali efanele ebizwe yinkampani ukuthi enze njalo.

7. Ummeleli unelungelo lokusebenzisa, noma ukuyeka ukusebenzisa, noma yiliphi ilungelo lokuvota lomnikazi wamasheya ngaphandle kokuqondisa, ngaphandle kwememorandamu yokufakwa wenkampani efanele noma into yokuqoka ummeleli ohlinzeka ngenye indlela.
8. Uma inkampani ikhipha isimemo kubanikazi bamasheya ukuqoka umuntu oyedwa noma ngaphezulu ababizwe yileyo nkampani njengommeleli, noma inikeza ifomu lento yokuqoka ummeleli:

   8.1 leso simemo kufanele sithunyelwe kuwo wonke umnikazi wamasheya onelungelo lokuthola isaziso somhlangano lapho ukumelela kuhloswe ukuthi kusetshenziswe;

   8.2 inkampani akufanele ukuthi ifune ukuthi ukuqokwa kommeleli kumiswe; futhi

   8.3 ukuqokwa kommeleli kuhlala kusemthethweni kuphela kuze kube sekugcineni komhlangano ofanele okwakuhloswe ukuthi kusetshenziswe, ngaphandle uma kumisiwe njengoba kushiwo kusigaba 58(5) soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe.

Abanikazi bamasheya athengiwe abanezitifiketi nababhalise ngamagama abo bangalandela uhlelo olubalulwe ngezansi.

Abanikazi bamasheya ababhalise ngaphandle kwamagama abo abafisa ukwethamela umhlangano, babamba iqhaza nge-elekthronikhi kanye/noma ukuvota kwi-AGM okudingeka ukuba baqale ngokuthintana kanye/noma bayalele ama-CSDP abo, ibhrokha noma okhethiwe ukuba akhiphe izincwadi ezidingekayo zokumela ngokwemigomo isivumelwano sokubambisana okungenwe kuso phakathi kwabanikazi bamasheya abawathengile kanye nama-CSDP abo, ibhrokha noma okhethiwe ukuba enze njalo ngaphambi kokungena enkundleni ekukhompyutha kanye nokulandela inqubo engezansi. Ukuze umsebenzi wenzeke kahle, abanikazi bamasheya bacelwa ukuba bafake izincwadi zokumelwa komabhalane beNkampani kungakashayi u-14:00 mhla ka-30 Julayi 2020.

Abanikazi bamasheya abangabhalisile ngamagama abo abangafisi ukwethamela umhlangano kumele banike umyalelo kumaCSDP abo, ibhrokha noma okhethiwe ngokuthi bafisa ukuvota kanjani. Imiyalelo yokuvota kumele ifinyelele ku-CSDP, ibhrokha noma okhethiwe ngesikhathi esanele ukuvumela i-CSDP, ibhrokha noma okhethiwe ukuba eluleke iNkampani noma omabhalane bokwedlulisela beNkampani, i-Nedbank Limited (esebenza ngeyunithi yebhizinisi ebizwa ngele-Share Scheme Administration business unit) ngokwemiyalelo yabo kungakashayi u-14:00 mhla ka-30 Julayi 2020, ukuze umsebenzi wenzeke ngendlela.

Ngenxa yokwesabela ubhubhane lwe-COVID-19, sigqugquzela abanikazi bamasheya ukuze kusetshenziswe umsebenzi we-iProxy ukuvota ngaphambi komhlangano, noma babambe iqhaza kanye/noma emhlanganweni ngekhompyutha kusetshenziswa i-smartphone, i-tablet noma ikhompyutha.

Abanikazi bamasheya abangakwazi ukwethamela umhlangano i-AGM ingakwazi, ngohlelo lwakwikhompyutha, ngaphambi kokuqala komhlangano, bavote ezinqumweni ezibalulwe ekhasini 31 ngokwenza lokhu:

- ukuphothula nokubuyisela iFomu loMmeleli enanyathiselwe kulesi saziso ekhasini 31; noma
- ukuqoka ifomu lommeleli ukwethamela umhlangano esikhundleni sabo; noma
- ukufaka amavoti abo nge-elekthronikhi enkundleni ye-iProxy.

Abanikazi bamasheya okukhulunywa ngabo esigabeni A ngezansi ukuze uthole imininingwane yokuthi kubhaliswa kanjani nokuthi kuvotwa kanjani kusetshenziswa inkundla ye-iProxy.

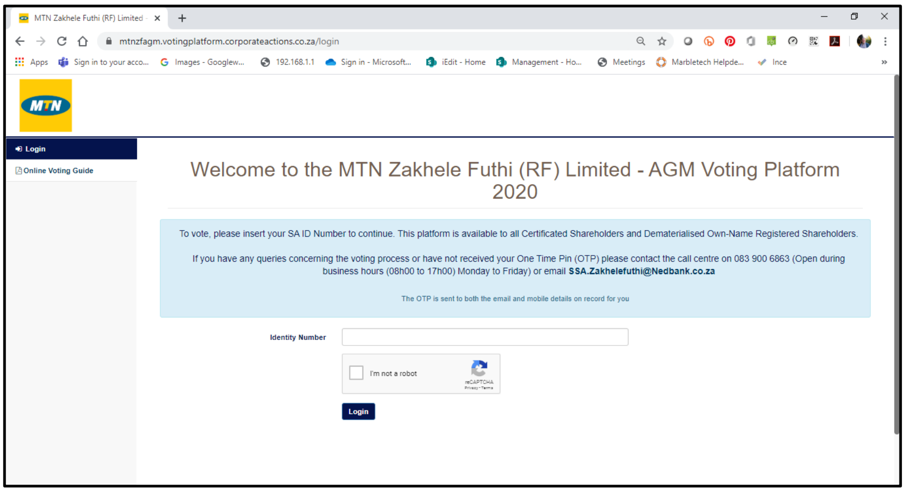
Abanikazi bamasheya bangaphinde bethamele i-AGM ngokufinyelela enkundleni ekwikhompyutha. Abanikazi bamasheya okukhulunywa ngabo esigabeni B ngezansi ukuze uthole imininingwane yokuthi kufinyeleka kanjani enkundleni ekukhompyutha ukuze babambe iqhaza kanye/noma bavote kwi- AGM

Isigaba A: Ukuvota nge-elekthronikhi ngaphambi kwe-AGM

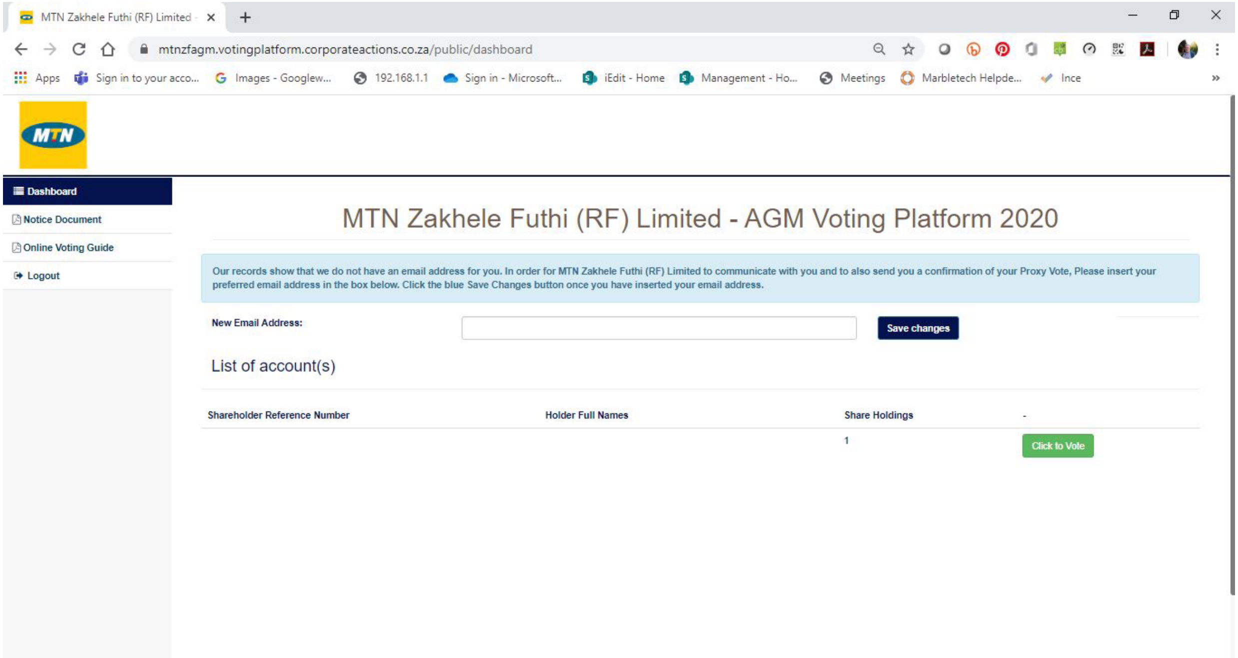
I-iProxy

Abanikazi bamasheya bangasebenzisa indlela yommeleli wokuvota kwikhompyutha ukuba bagcwalise iFomu labo loMmeleli. Ummeleli okwikhompyutha umahhala kanti utholakala kwi-inthanethi.

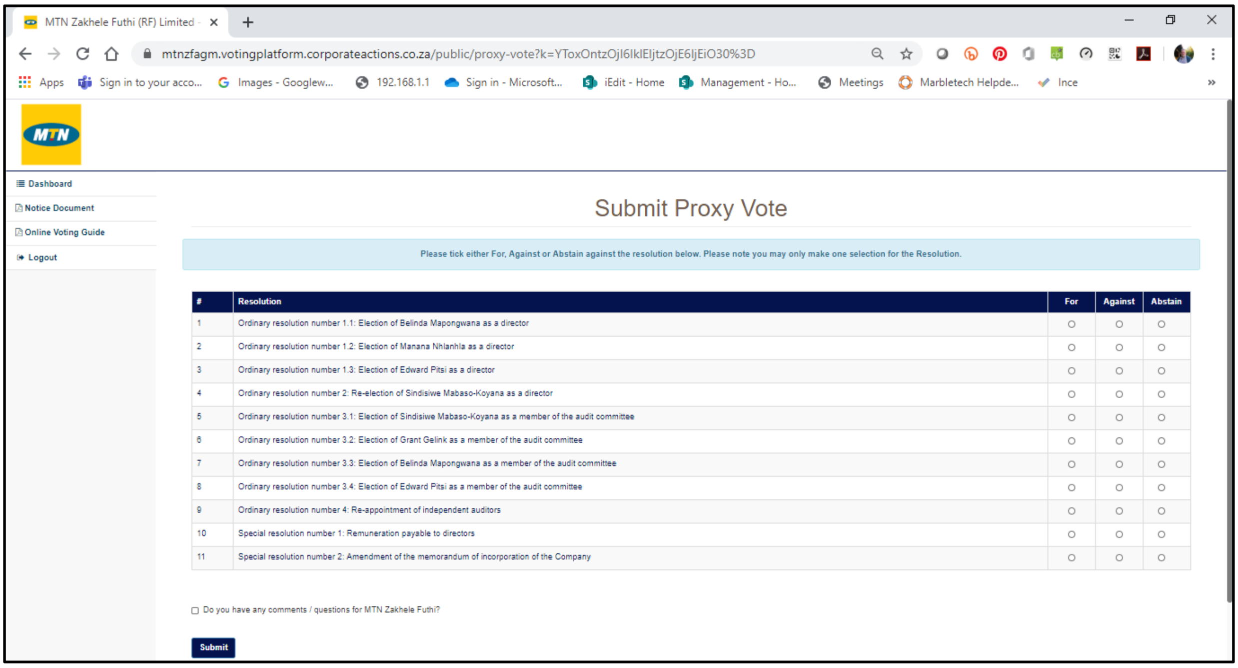
Ukuze usebenzise ummeleli okwikhompyutha, abanikazi bamasheya kudingeka bangene kwiwebhusaythi https://mtnzfagm.votingplatform.corporateactions.co.za/login. Uhlelo lokungena luzosebenzisa inombolo kamazisi waseNingizimu Afrika ihambelana ne-One Time Pin eyothunyelwa ocingweni lwakho lukamakhalekhukhwini kanye nekheli le-imeyli eliqoshiwe. Abanikazi bamasheya bayokwazi ukubheka nokudawuniloda kwiwebhusaythi yeNkampani, umhlahlandlela wokusebenzisa ichaza indlela yokusebenzisa inkundla yommeleli ekwikhompyutha kwiwebhusaythi yeNkampani. Inkundla yommeleli ekwikhompyutha iyotholakala kusukela ngoLwesibili mhla ka-30 Juni 2020 kuze kube ngu-08h00 ngoMsombuluko, mhla ka-3 Agasti 2020.



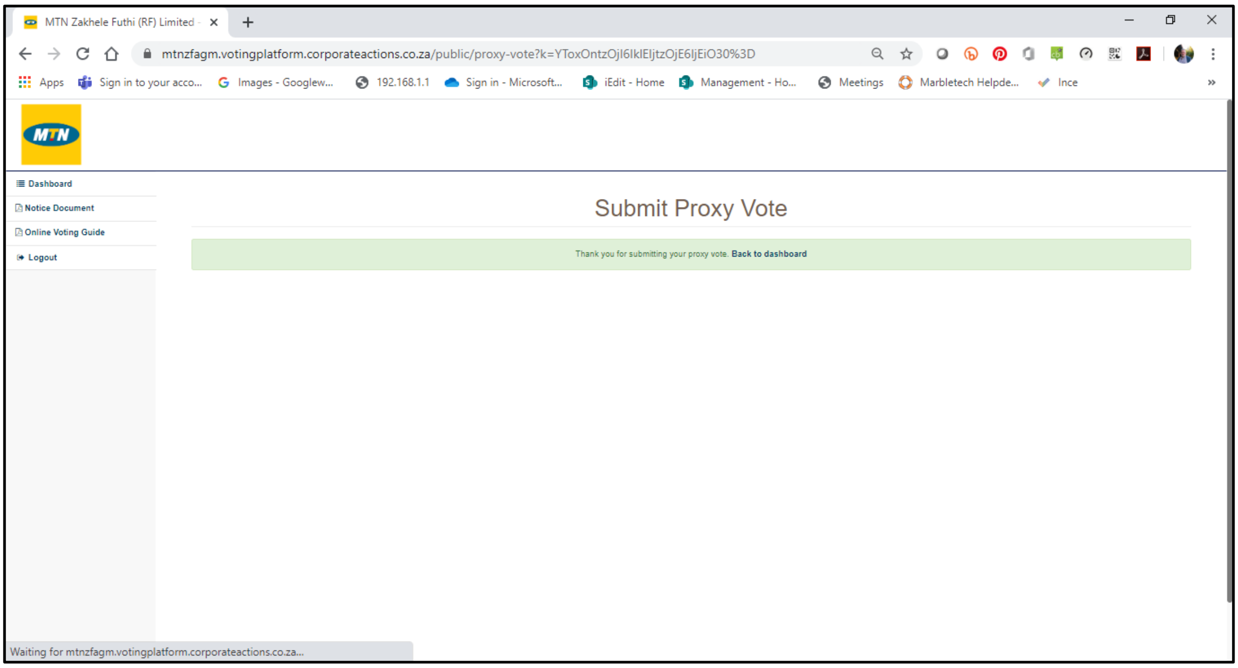
Ukuvota uyacelwa ukuba ufake inombolo kamazisi waseNingizimu Afrika kanye ne-One Time Pin oyinikiwe ukuze uqhubeke. Abanikazi bamasheya abanezitifiketi kuphela kanye nabanikazi bamasheya abhaliswe ngamagama abo kuphela abangakwazi ukufinyelela enkundleni ye-iProxy. Abanikazi bamasheya athengiwe angabhalisiwe emagameni abo ayadingeka ukuze kuhanjiswe imiyalelo yokuvota kuma-CSDP abo, ibhrokha noma okhethiwe. Lokhu kumele kwenziwe ngokwemigomo yesivumelwano okungenwe kuso phakathi kwaBanikazi bamashya nama-CSDP abo, ibhrokha noma okhethiwe.



Uma usungenile ungongeza ikheli le-imeyli ngokulandela okubhalwe eskrinini bese ukilikha enkinobhweni yokusebenza **ewu-Click to Vote** ukubheka izinqumo ezivotelwayo.



Emva kokuba usukhethe ozokuvotela, kilikha enkinobhweni eluhlaza **ka-Submit** enzansi nekhasi ukuhambisa ivoti lakho. Inkundla ekukhompyutha iyobe isivuma ivoti lakho emva kwalokho uyobe usungakwazi ukuphuma enkundleni.



Uma unanoma yimiphi imibuzo emayelana nohlelo lokuvota noma ongakayitholi i-One Time Pin uyacelwa ukuba uthintane nesikhungo sezingcingo ku-083 900 6863 (esivulwe ngezikhathi zomsebenzi (08h00 kuya ku-17h00) uMsombuluko kuya kuLwesihlanu) noma i-imeyli ssa-zakhelefuthi@Nedbank.co.za ukuze uthole usizo.

Abanikazi bamasheya bangafinyelela kumhlahlandlela okukhompyutha ochaza ngendlela yokuvota ku-AGM ku https://mtnzfagm.votingplatform.corporateactions.co.za/login kanjalo nakwiwebhusaythi yeNkampani ku- https://www.mtnzakhelefuthi.co.za/investor-relations, kwesigaba esinosihloko esithi “Notice to Annual General Meetings”.

Ukuvota nge-iProxy kuyoqala ngo-09h00 ngoLwesibili, mhla ka-30 Juni 2020.

Isigaba B: Ukwethamela umhlangano ngewebhukhasti ekukhompyutha

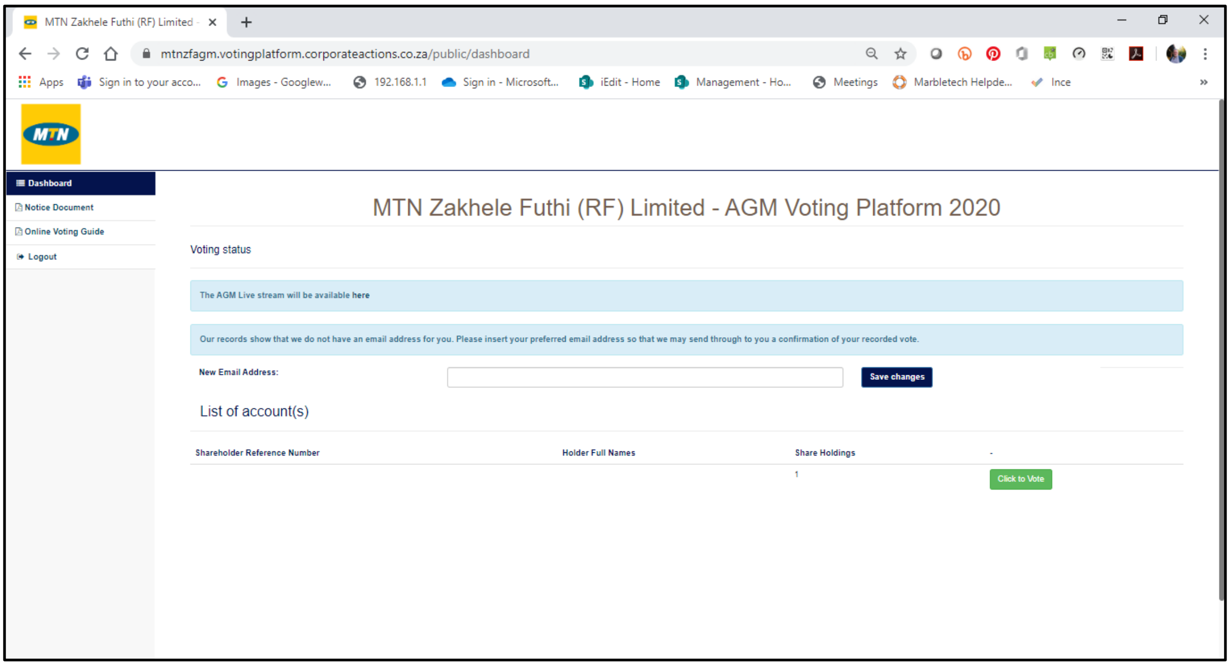
Uma ukhetha ukubamba iqhaza ngokwekhompyutha, uyokwazi ukubheka iwebhukhasti yomhlangano oyobe uqhubeka ngaleso sikhathi, ubuze iBhodi imibuzo bese ufaka amavoti akho ngaso leso sikhathi. Ukwenza lokhu, kuyomele ungene ku- https://mtnzfagm.votingplatform.corporateactions.co.za/login

Ukuze ungene faka inombolo kamazisi wakho waseNingizimu Afrika kanye ne-One Time Pin ohlinzekwe ngayo. Yilabo banikazi bamasheya athengiwe abanezitifiketi abhaliswe egameni labo abangakwazanga ukufaka ivoti labo ngommeleli ngaphambi komhlangano kuphela abayokwazi ukufinyelela enkundleni yokuvota.

Abanikazi bamasheya athengiwe abangabhalisile ngegama labo abafisa ukwethamela, babambe iqhaza ngekhompyutha kanye/noma ukuvota kwi-AGM kuyadingeka ekuthintaneni kokuqala kanye/noma ukuyalela ama-CSDP abo, ibhrokha noma okhethiwe ukuba babanike izincwadi ezifunekayo ngokwemigomo yesivumelwano sokufukamela okungenwe kuso phakathi kwabanikazi bamasheya athengiwe kanye nama-CSDP abo, ibhrokha noma okhethiwe ngaphambi kokulandela inqubo ebalulwe ngezansi. Ukuze kulunge ezokuphatha, abanikazi bamasheya bayacelwa ukuba bafake izincwadi zokumelwa komabhalane beNkampani lingakashayi elesi-14:00 mhla ka30 Julayi2020.

Abanikazi bamasheya abanamasheya abo ngoqokiwe oyibhrokha/ama-CSDP kungenzeka ngokufaka incwadi eyiyo yokumelwa ngokuthanda kwabo bengangena enkundleni yokuvota ngosuku lomhlangano. Incwadi yokumelwa kumele isho iGama labo, iNombolo kaMazisi waseNingizimu Afrika, i-imeyli nemininingwane yokuxhumana kamakhalekhukhwini. Lolu lwazi ludingeka ngenhloso yokuqinisekisa nokusebenzisa i-One Time Pin edingekayo ukuqinisekisa ukungena komnikazi wamasheya eyothunyelwa ekhelini le imeyli elikhethwe umnikazi wamasheya nasenombolweni kamakhalekhukhwini.

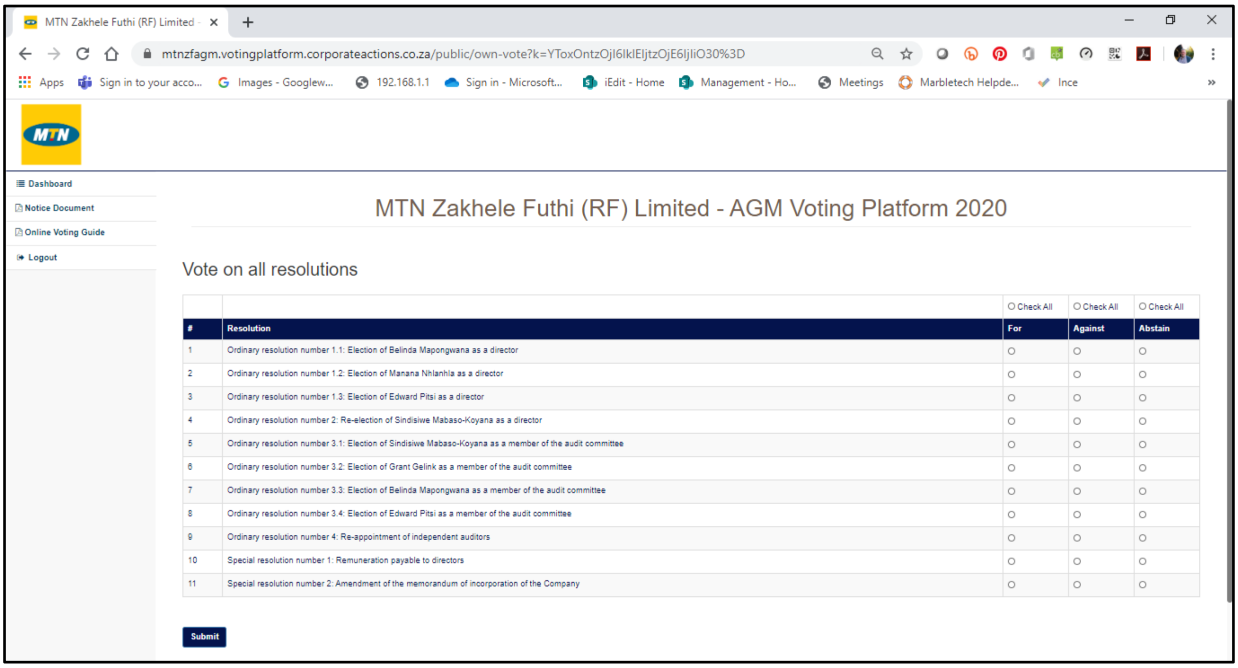
Bonke abanikazi bamasheya abanike abameleli ilungelo lokuvota esikhundleni sabo noma amafomu emiyalelo yokuvota ngaphambi komhlangano kum/bameleli i-CSDP, ibhrokha noma oqokelwe ukuvota esikhundleni sabo bayokwazi ukubamba iqhaza emhlanganweni ngokulandela iwebhukhasti eyenzeka ngaleso sikhathi kwikhompyutha ku- https://mtnzfagm.votingplatform.corporateactions.co.za/login.



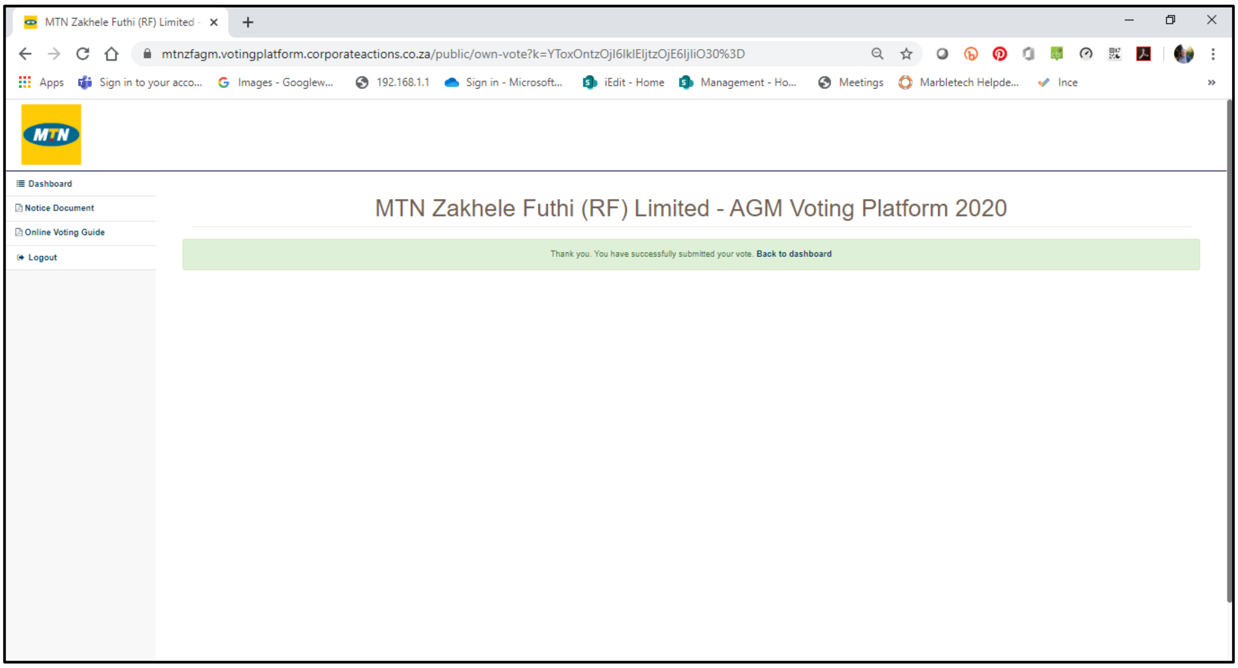
Uma usungenile ngemininingwane yakho, uma kwenzeka ukuba ungabi nalo ikheli le-imeyli eliqoshiwe, inkundla iyakwazi lokhu bese ikutshela ukuba ufake ikheli le-imeyli lapho ukuqinisekiswa kwevoti lakho kuyothunyelwa khona ngokulandela okubhalwe eskrinini.

Ungakilikha kwilinki ukuze ubheke iwebhukhasti.

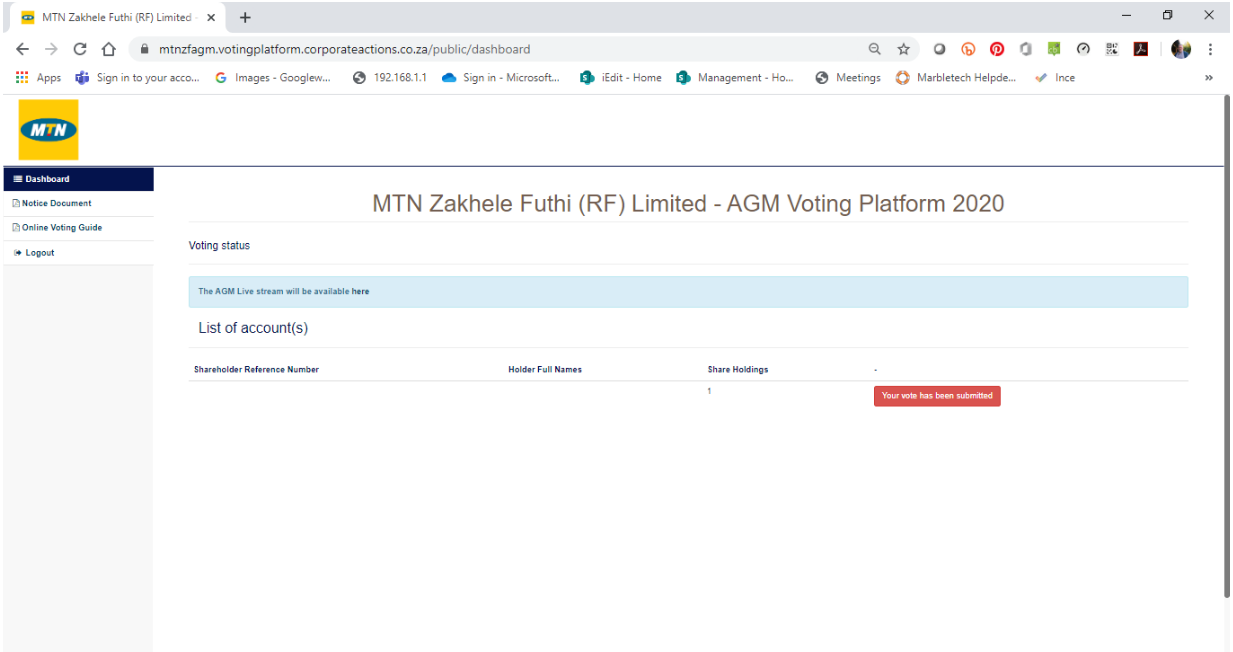
Ukuze uvote enkinobhweni **ka-Click to Vote** ukubheka iziphakamiso ezivotelwayo.



Uma usukhethile okuvotelayo, cindezela inkinobho eluhlaza **ka-Submit** ezansi eskrinini **ku-Vote on all Resolutions Page**. Inkundla iyoqinisekisa ukuthi ivoti lakho lamukelekile.



Ngokukilikha kulinki **ka-Dashboard** eskrinini uyokwazi ukubuyela eskrinini ukuyobheka iwebhukhasti.



Ukusetshenziswa kwedatha yokuveza i-AGM, noma ukudawuniloda izincwadi ngenkundla ye-AGM iyehlukahluka kuncike ekuyisebenziseni komuntu ngamunye, idivaysi eqondile yokuveza noma yokudawuniloda (i-Android, i-iPhone, njll) kanye nokuxhumana nenethiwekhi (i-3G,i- 4G) kanti izindleko zayo ziyothwalwa abanikazi bamasheya.

Kufanele ligcwaliswe abanikazi bamasheya abanezitifikheti kanye nabababmbiqhaza ababhalise nge"gama labo" kuphela.

MTN ZAKHELE FUTHI (RF) LIMITED

(Efakwe kuRiphabhlikhi yeNingizimu Afrika)
(Inombolo yokubhalisa: 2016/268837/06)
JSE share code: MTNZF
ISIN: ZAE000279402
LEI: 378900429C4F73B1BE74
("MTN Zakhele Futhi" noma **"iNkampani")**

IFOMU LOMMELELI

Kusetshenziswa emhlanganweni ojwwayelekile wonyaka okufanele ubanjwe abantu abangekho ndawonye ku https://mtnzfagm.votingplatform.corporateactions.co.za/login ngo 11:30 (ngokwesikhathi saseNingizimu Afrika) ngomhla ka-3 Agasti 2020, abantu bengekho ndawonye. Ukuthola usizo lokugcwalisa ifomu lommeleli, sicela uxhumane ne-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi yoKuphathwa Komsebenzi Wesikimu Samasheya ku+27 83 900 6863. Umnikazi wamasheya (okufaka nomnikazi wamasheya onesitifiketi nabanikazi bamasheya ababhalise 'ngegama labo') onelungelo lokuya futhi avote emhlanganweni ojwayelekile wonyaka angaqoka oyedwa noma ngaphezulu bamameleli ukuthi baye, bavote futhi bakhulume egameni lakhe emhlanganweni ojwayelekile wonyaka. Ummeleli asikho isidingo sokuthi kube ngumnikazi wamasheya eNkampani kodwa kufanele kube ngumuntu ngamunye.

Mina/Thina

Inombolo kamazisi/inombolo yokubhalisa Ka

Ukuba wumnikazi wamasheya/Abanikazi bamasheya eNkampanini ebalulwe ngenhla u/bakhetha

Uma kungeyena

Uma kungeyena

USihlalo weNkampani uma kungenzeki uSihlalo womhlangano ungummeleli wami/wethu ukuze angi/asivotele esikhundleni sami/sethu ku-AGM yeNkampani ezobanjwa abantu bengekho ndawonye ku-https://mtnzfagm.votingplatform.corporateactions.co.za/login mhla ka-3 Agasti 2020 ngo-11.30, ngenhloso yokubheka, uma kulungile, ukwedlula lukhona noma lungekho uguquko, izinqumo ezizophakanyiswa lapho noma kunoma yikuphi ukuhlehliswa okungaba khona ukuvota ngokuvumelana nokuphikisana nezinqumo kanye/noma ukungavoti mayelana namasheya emalini ekhishelwe amasheya eNkampanini erejiste egameni lami/lethu ngendlela elandelayo:

Izinqumo ezijwayelekile	**Uyavuma**	**Uyaphika**	**Akavoti**
Isinqumo esijwayelekile nombolo 1.1: Ukukhethwa kuka-Belinda Mapongwana njengomqondisi			
Isinqumo esijwayelekile nombolo 1.2: Ukukhethwa kuka-Manana Nhlanhla njengomqondisi			
Isinqumo esijwayelekile nombolo 1.3: Ukukhethwa kuka-Edward Pitsi njengomqondisi			
Isinqumo esijwayelekile nombolo 2: Ukukhethwa kabusha kuka-Sindisiwe Mabaso-Koyana njengomqondisi			
Isinqumo esijwayelekile nombolo 3.1: Ukukhethwa kuka-Sindisiwe Mabaso-Koyana njengelungu lekomidi labacwaningi mabhuku nengcuphe			
Isinqumo esijwayelekile nombolo 3.2: Ukukhethwa kuka-Grant Gelink njengelungu lekomidi labacwaningi bamabhuku nengcuphe			
Isinqumo esijwayelekile nombolo 3.3: Ukukhethwa kuka-Belinda Mapongwana njengelungu lekomidi labacwaningi bamabhuku nengcuphe			
Isinqumo esijwayelekile nombolo 3.4: Ukukhethwa kuka-Edward Pitsi njengelungu lekomidi labacwaningi bamabhuku nengcuphe			
Isinqumo esijwayelekile nombolo 4: Ukukhethwa kabusha kwabacwaningi bamabhuku bangaphandle abazimele			
Izinsumo ezikhethekile			
Isinqumo esiyisipesheli nombolo 1: Imali ekhokhelwa abaqondisi			
Isinqumo esiyisipesheli nombolo 2: Ukuchitshiyelwa kwemomorandamu yokuhlanganyela yeNkampani			

**Maka ngo-X noma yikuphi okusebenzayo. Ngaphandle uma eqondisiwe, ummeleli uzovota noma uzoyeka njengendlela acabanga ngayo maqondana nokuphatha komnikazi wamasheya sekukonke. Ummeleli angakwazi futhi ukuvota noma ukungavoti maqondana nanoma yiliphi elinye ibhizinisi eliphakanyiswe emhlanganweni acabanga ukuthi lifanele.

Nanoma yimuphi umnikazi wamasheya onelungelo lokuya nokuvota emhlanganweni unelungelo lokuqoka ummeleli noma abameleli ukuthi baye, bakhulume futhi bavote esikhundleni sakhe. Ummeleli oqokiwe asikho isidingo sokuthi kube ngumnikazi wamasheya kodwa kufanele kube ngumuntu ongayedwa.

Sicela ufunde amanothi angemuva lapha.

Kusayinwe e-	ngomhla ka-	2020
I(ama)gama eli(a)gcwele		(ngosonhlamvukazi)
I(ama)signesha		
Ikheli		
Usizwe ngu- (umbheki)	Usuku	

Uma usayina ngesikhundla sommeleli, bona amanothi ommeleli ngemuva lapha.

Uyacelwa ukuba uqaphele ukuthi um/abameleli abethamele umhlangano esikhundleni somnikazi wamasheya obhalisiwe ngeke bavunyelwe ukuvota esikhundleni sabanikazi bamasheya ngaphandle uma befake leli fomu, kanye nokuzihlonza okuyikho, kanye nomabhalane beNkampani ekhelini, enombolweni yefeksi noma ekhelini le-imeyli elibalulwe ngezansi ngaphambi kwesikhathi esibekelwe ukubamba umhlangano, kanye nokusebenza kahle kokuphathwa abanikazi bamasheya bayacelwa ukuba bafake zonke izincwadi ezinjalo kungakashayi u-08:00 ngoMsombuluko, mhla ka-3 Agasti 2020.

AMANOTHI AYA KUMMELELI

1. Abanikazi bamasheya ababhalise ohlwini kuphela, noma abasohlwini olungaphansi kolunye lweNkampani ngaphansi 'kwegama-labo' ngosuku oluyilo lokuqopha lomhlangano bangagcwalisa leli fomu lommeleli noma bethamele umhlangano, Abanikazi bamasheya abanenzuzo abangebona abanikazi abangabhalisile kodwa abangafisa ukwethamela umhlangano siqu bangenza kanjalo ngokubhalisa njengabanikazi, bebe kwi-Central Security Depository Participant ("**CSDP**"), ibhrokha noma okhethiwe, ukubanika incwadi yokubamela ngokwemigomo yezivumelwano zokubambisana okungenwe kuzo nomnikazi orejistiwe. Ukuze umsebenzi uhambe kahle, abanikazi bamasheya bacelwa ukuba bafake izincwadi zokumela konobhala beNkampani kungashayi u-14:00 mhla ka-30 Julayi 2020.
2. Abanikazi abanenzuzo abangabhalisile njengabanikazi nabangafisi ukwethamela umhlangano siqu kumele bahlinzeke umnikazi obhalisiwe, ukuba yi-CSDP, ibhrokha noma okhethiwe, kanye nemiyalelo yabo yokuvota. Imiyalelo yokuvota kumele ifike kumnikazi obhalisile esikhathini esanele ukuvumela umnikazi obhalisile ukuba azise iNkampani noma unobhala weNkampani oqokiwe kungakashayi u-14:00 mhla ka-30 Julayi 2020, ukuze umsebenzi wenzeke kahle.
3. Umnikazi wamasheya angashutheka igama lommeleli noma amagama abameleli ababili abaseceleni abakhethwe wuye esi/zikhaleni ezihlinzekiwe, ngokususa noma ukungasusi u "sihlalo womhlangano ojwayelekile", kodwa nanoma yikuphi ukucisha okunjalo noma ukushutheka kumele kufakwe ama-inishiyeli omnikazi wamasheya. Nanoma yikuphi ukushutheka noma ukucisha okungahambisani nalokhu osekubaluliwe kuyothathwa nokungenziwe ngendlela. Umuntu ogama lakhe livela kuqala kwifomu lommeleli nokhona emhlanganweni ojwayelekile uyoba negunya lokuba wummeleli kube kubekwa eceleni labo abanamagama alandelayo. Uma kwenzeka ukuthi akukho gama elikhonjiwe, ummeleli kuyoba ngusihlalo we-AGM.
4. Imiyalelo yabanikazi bamasheya kubameleli kumele ivezwe ngokufakwa kuka "X" noma inani lamavoti angasetshenziswa abanikazi bamasheya ebhokisini eliyilo elihlinzekiwe. U-"**X**" ebhokisini eliyilo ukhombisa inani okungagcinwa kulo lamavoti angasetshenziswa abanikazi bamasheya. Ukwehluleka ukuhambisana nalokhu okungenhla kuyothathwa njengokugunyaza ummeleli ukuba avote noma ukungavoti kwi-AGM uma ebona kanjalo mayelana nawo wonke amavoti abanikazi bamasheya abangawasebenzisa. Umnikazi wamasheya noma ummeleli wakhe akaphoqiwe ukusebenzisa onke amavoti angasetshenziswa umnikazi wamasheya noma ummeleli wakhe, kodwa isamba samavoti afakiwe kanye nokungavoti kuyaqoshwa, kungeke kwedlula inani eliphezulu kunawo wonke lamavoti angasetshenziswa umnikazi wamasheya noma ummeleli wakhe. [Ummeleli angaphinde avote noma angavoti mayelana nanoma yiliphi elinye ibhizinisi eliphakanyiswe emhlanganweni ngendlela abona ngayo].
5. Ummeleli (ngaphandle uma lo musho uxikiziwe noma usayiniwe) unegunya lokuvota, njengoba ebona kufanele, kunanoma yisiphi isinqumo esibekwe ngendlela emhlanganweni, okufaka nokuphakanyiswe kwayisichibiyelo ngezinqumo ezingenhla. Uma osekubaluliwe emushweni kuxikiziwe, ummeleli uyothathwa njengoyalelwe ukuvota ngokuphikisana nanoma yisiphi isinqumo esongeziwe kanye/noma isichibiyelo esiphakanyisiwe esinqumweni esikhona njengoba kuphakanyiswe esazisweni okunanyathiselwe kuso leli fomu.
6. Ukuze kusebenze kahle, amafomu abameleli agcwalisiwe nanika igunya, uma ekhona, asayinwe ngaphansi kwalo kumele afakwe komabhalane bokwedlulisela beziNkampani zaseNingizimu Afrika ekhelini, kwinombolo yefeksi noma ekhelini le-imeyli okubalulwe ngenhla ngaphambi kwesikhathi esibekelwe ukubamba umhlangano kanti ukuze kusebenzeke ngendlela abanikazi bamasheya bacelwa ukuba bafake zonke izincwadi ezinjalo kungakashayi u-08:00 mhla ka-3 Agasti 2020.
7. Usihlalo we-AGM angachitha noma emukele nanoma yiliphi ifomu lommeleli eligcwalisiwe kanye/noma elitholakele elingahambisani nala manothi.
8. Noma yikuphi ukuguqulwa kwaleli fomu lommeleli, ngale kokukhishwa kokungakhethwa kukho, kumele kufakwe ama-inishiyeli alowo olisayinile.
9. Ubufakazi obuyizincwadi eziveza igunya lomuntu osayina leli fomu lommeleli ngokumela noma isikhundla ngokomthetho kumele bunanyekwe kuleli fomu lommeleli, ngaphandle uma kwaqoshwa ngaphambilini yiNkampani noma langasetshenziswa nguSihlalo we-AGM.
10. Lapho kukhona abangabanikazi bamasheya awodwa:
    10.1 Nanoma yimuphi umnikazi angasayina ifomu lommeleli; kanti
    10.2 Ivoti lomnikazi wamasheya omkhulu (lobu bukhulu buyohlonza ngendlela ukulandelana kwamagama kuvela ngayo ohlwini lweNkampani) ovotayo (noma ngabe wumuntu qobo noma ngommeleli) liyokwemukelwa njengelivumela ukubekwa eceleni kwe/kwamavoti abanye abanikazi bamasheya.
11. Umuntu osemncane kumele asizwe abazali bakhe noma umbheki ngokusemthethweni, ngaphandle uma izincwadi eziyizo eziveza ukuba semthethweni kwakhe zikhiqiziwe noma zibhaliswe komabhalane bokudlulisela.
12. Ummeleli ngeke anike igunya lakhe lokumela umnikazi wamasheya, komunye umuntu.

Ihhovisi lonobhala bokudlulisela

I-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi Ukuphathwa Komsebenzi Wesikimu Samasheya Inombolo yokubhalisa
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GG Gelink (ongaphethe ozimele)
BL Mapongwana (ongaphethe ozimele)
MM Nhlanhla (onaphethe)
ET Pitsi (ongaphethe ozimele)

Ihhovisi lonobhala bokudlulisela
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