



I-MTN Zakhele Futhi (RF) Limited

ISitatimende eSifingqiwe seZimali

ngonyaka ophela zingama-31

kuZibandlela 2021

neSaziso soMhlangano oMkhulu woNyaka



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Umlungisi

Siyabonga Zokoza
Senior Financial Officer: Central Finance - Nedbank Limited

Egadwe ngu

Jaynesh Padayachy CA(SA)
Senior Financial Manager: Central Finance - Nedbank Limited

Uyacelwa ukuba uvakashale ku- <https://www.mtnzakhelefuthi.co.za/investor-relations> ukuze uthole uhlobo lwencwadi yesiZulu neyesiSuthu kusukela ngoLwesithathu, 20 kuMbasa 2022.

IBhodi labaQondisi

UBelinda Mapongwana (48)

Bachelor of Social Science (UCT), Bachelor of Law (UCT), Master of Law (International Business Law) (Vrije Universiteit, Amsterdam), Postgraduate Certificate in Compliance Management (UCT)

UnguMqondisi oZimele oNgathathi izinqumo (Waqokwa: 22 kuNhlangulana 2020; Waqokwa njengoMqondisi oZimele oNgathathi izinqumo ziyi-16 kuMandulo 2020)
ILungu leKomidi lokuHlola aMabhuku eZimali, iNgcuphe noKuhambisana (Waqokwa: 9 kuMbasa 2021)

UBelinda njengamanje ungumqondisi ongathathi izinqumo waseNordex Energy SA, e-TUHF Limited, e-TUHF Holdings Limited, e-TUHF Ukulingana Proprietary Limited, naseProsirius Proprietary Limited.

Ungumeli ogogodile onesipiliyoni seminyaka engaphezu kweyi-15. Uwungoti kuzo zonke izingxenye zokuhlanganiswa kwezinkampani kanye nokusebenza ngama-akhwizishini, umthetho wokuhweba ezinkampanini, ukuhambisana, ingcuphe nokubusa ngokuhlanganyela. Uke wachitha isikhathi e New York lapho ayesebenza khona ngokuhlanganiswa kwezinkampani nama-akhwizishini, ukulingana kwangasese kanye nokusebenza ngezezimali ezihleliwe. UBelinda unesipiliyoni sokuhambisana nokulawula ingcuphe njengoba eke wasebenza emabhange okutshala izimali eJohannesburg, eNew York naseLondon.

UBelinda ungumsunguli weMapongwana Attorneys Inc. inkampani yabammeli enobunikazi babantu besifazane abamnyama abangama-100% esebenza ngokukhethekile umthetho wezomnotho. UBelinda uphinde abe wuSihlalo weNordex Education Trust kanti uphinde abe yilungu loMkhandlu wase-UNISA.

USindisiwe N Mabaso-Koyana (52)

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

UnguMqondisi ongathathi izinqumo (Waqokwa: 6 kuNhlangulana 2017)

USindi njengamanje unguSihlalo we-African Women Chartered Accountants (AWCA) Investment Holding Company kanti futhi unguSihlalo we- Advanced Group of Companies. Ungumsunguli kanti futhi wayenguMengameli we-African Women of Chartered Accountants. Ezinye izikhundla zakhe kumavoti zifaka ukuba wumqondisi ongathathi izinqumo kwi-MTN Group Limited, i-Toyota South Africa Motors (Pty) Ltd kanye ne-Sun International Limited.

USindi uyi-Chartered Accountant ngokomsebenzi kanti unesipiliyoni ekuphatheni ziimali, ukucubungula amabhuku ezimali kanye nokubusa emikhakheni ezimele nakokahulumeni. Ungumholi owaziwa ngemisebenzi kanye nengqwele ekukhuliseni nasentuthukweni yabesifazane abasebancane. Uke wabizwa njengomunye wabantu besifazane aagama-20 abanamava ebhizinisini eNingizimu Afrika yiFinancial Mail kanti wafika emaphethelweni omncintiswano we-Business Woman of the Year Award kowezi-2004. Kowezi-2013 wayeqokwe yi- The CEO Magazine njengoWesifazane oNomthelela oMkhulu eBhizinisini naseMkhakheni kaHulumeni.

IBhodi labaQondisi iyaqhutshwa

U-Edward Pitsi (38)

CA(SA), Masters in Finance (University of Pretoria), EMBA (INSEAD)

Ungumqondisi oZimele ongathathi izinqumo (Waqokwa: 22 kuNhlangulana 2020)

ILungu leKomidi lokuHlola aMabhuku eZimali, iNgcuphe noKuhambisana (Waqokwa: 16 kuMandulo 2020)

U-Edward njengamanje ungumqondisi ongathathi izinqumo wase- Ethos Mid-Market Fund I Proprietary Limited, e-Autozone Holdings Proprietary Limited, e-Kevro Holdings Proprietary Limited, e-Gammatek Holdings Proprietary Limited naseSynerlytic Holdings Proprietary Limited.

U-Edward uwuMphathi oLawulayo e-Ethos Mid-Market Fund nokuyinkampani enama-4.05% e-MTN Zakhele Futhi akhishwe emalini okwabelwana ngayo. Ngaphambi kokujoyina e-Ethos wayesebenza eqenjini le- Acquisition and Leveraged Finance e-Barclays Africa Group ngemva kokuphothula ama-athikhili akhe kwa-PriceWaterhouseCoopers. Unesipiliyoni sokutshalwa kwezimali emikhakheni eyehlukene okufaka kodwa okungacini nge-TIC, uBuchwepheshe nokuXhumana, okuZihambelayo, ezeZimboni neMisebenzi yeBhizinisi.

UGrant G Gelink (72)

CA(SA), BComm, BCompt (Hons)

Ungumqondisi ongathathi izinqumo (Waqokwa: 9 kuNhlangulana 2017)

UnguSihlalo weKomidi lokuCubungula amabhuku eZimali, iNgcuphe & ukuHambisana (Waqokwa: 9 kuNhlangulana 2017)

UGrant ungumqondisi ongathathi izinqumo we-FirstRand Limited, iGrindrod Limited, iAllied Electronics Limited ne-Rain Group Holdings Proprietary Limited.

Wayeyisikhulu esiphezulu kwaDeloitte & Touche kusukela kowezi-2006 kuya kowezi-2012. Isipiliyoni sakhe esikhulu kwaDeloitte singaphezu kweminyaka engama-26 kanti sifaka ne-Lead Client Service Partner ezimbonini eziningi ezisebenza ngamakilayenti njenge-Barloworld, i - Imperial Holdings, iMurray & Roberts, i- Nedbank, iSappi, iSouth African Airways no-Transnet.

UManana Nhlanhla (69)

BSc and Masters in Information Science

Ungumqondisi ongathathi izinqumo (Waqokwa: 22 kuNhlangulana 2020)

ILungu leKomidi lokuHlola aMabhuku eZimali, iNgcuphe noKuhambisana (Waqokwa: 16 kuMandulo 2020; Wesula: 9 kuMbasa 2021)

UManana ungumqondisi ongathathi izinqumo we-Mion Holdings Proprietary Limited, RCL Foods Limited, i-Manyoro Limited, i-Prospect Resources Limited (e-Australia), i-Vunani Fund Managers Limited ne-Zimbabwe Crocodiles Limited.

Uke wafundisa enyuvesi ezifundweni ze-Information Science. Ngaphezu kweminyaka engama-20 eyedlule uManana wayebambe iqhaza ekuholeni i-Mion Holdings, inkampani yokulingana yangasese enobunikazi obungama-8.2% bamasheya kwi-MTN Zakhele Futhi. Ngaphansi kwe-Mion Holdings uManana uphethe i-KALIPA Foundation exhasa imfundo kanye uneNgxenye kwi-Do-More-Foundation eyaqalwa abe-RCL Foods.

Isitatimende esivela kusihlalo wakho

Isingeniso

Kowezi-2016 i-MTN Group Limited yamisa i-MTN Zakhele Futhi (RF) Limited (**i-MTN Zakhele Futhi** noma **iNkampani**), egqugquzela abantu abamnyama abafanelekile baseNingizimu Afrika ukuba batshale kwi-MTN Group Limited (**iMTN** Group noma **i-MTN**), okuyinkampani ehamba phambili ekuhlizekeni izimakethe zezezingcingo.

I-MTN Zakhele Futhi cishe inamasheya angama-4% kwi-MTN Group. Lokhu kutshala yiyona mpahla eyodwa yeNkampani. INkampani iphinde ilawule izimali ezihlobene nalokhu kutshala – okuchaza amasheya akhethiwe akhokhelwa njalo wumhlinzeki ngezikweletu oseceleni nendawo yezimali yabadayisi abasebenza ngesikhathi kwi-MTN Group.

Mhla zingama-25 Lwezi 2019, i-MTN Zakhele Futhi yafakwa ohlwini lwesigaba se-BEE Segment se-JSE nokwaba yisiphetho se “Sikhathi sokuTshala esiNcane”. Lokhu kufaka ohlwini ukuhlizeka abanesabelo ngokukwazi ukuhweba ngamasheya abo phakathi kwabantu abamnyama abafanelekile kanjalo namaqembu abamnyama ezimakethe ezivulelekile ngeSikhathi esisele sokuSimamisa (esiphela zingama-23 Lwezi 2024).

Ama-80.6% abanesabelo baba namasheya angaphansi kwamasheya angama-500 emkhulu okukhombisa umumosimo wesikimu osisekelo-sibanzi.

Umthelela we-Covid-19

Mhla ziyi-15 Ndasa 2020 uMengameli weRiphabhlikhi waseNingizimu Afrika wamemezela ukuthi iNingizimu Afrika “NjengeZwe eliseNhlekeleleni” ngenxa yokwenyuka komthelela wegciwane le-Covid-19 ngeNingizimu Afrika. Ubhubhane lwe-Covid-19 lube nomthelela ongakaze ubonwe emhlabeni jikelele kanti i-MTN Zakhele Futhi nayo ithintekile. Njengalawo masheya afakwe ohlwini lwezizinda zokudayisa amasheya zomhlaba kwi-JSE, kanye namasheya ka-MTN ne-MTN Zakhele Futhi, abo bathinteka kakhulu.

Ziyi-12 kuNdasa 2021, iBhodi leMTN lichithe inqubomgomo yamadividendi lase lilindela ukuxhumana ngenqubomgomo ebukeziwe yedividendi yesikhathi esimaphakathi uma bememezela imiphumela yowezi-2021 kuNdasa kowezi-2022. Kanye nezimpahla zamasheya e-MTN, iNkampani incike ngokugcwele ekutholeni amadividendi ku-MTN. Ukuchithwa kwenqubomgomo yamadividendi akwa MTN sekube nomthelela omkhulu ekukwazini kwe-MTN Zakhele Futhi ukuba iqhubekwe iinto enakwayo.

Ukusiza i-MTN ZF ihlangabezana nezidingo zayo zemali ekupheleni konyaka wezimali wowezi-2021 bamemezela idividendi ykugcina ekupheleni konyaka wezimali. I-MTN Group, ngenkampani engaphansi kwayo i-Mobile Telephone Networks Holdings Limited, ivumile ukukhokha ngaphambili isamba esingaze sifike ezigidini ezingama-R75,0 ku-MTN Zakhele Futhi ukukwazi ukuhlangabezana nezidingo zokuphela konyaka wezimali wowezi-2021.

Singathanda ukubonga i-MTN kanye ne-Mobile Telephone Networks Holdings Limited (i-MTN Holdings) ngokuzinikela okuqhubekayo ukweseka i-MTN Zakhele Futhi kanye nabanesabelo.

Izamba zahlinzekwa yiMTN Holdings ukubhekana nezindaba zezimpahla ezibhekene ne-MTN Zakhele Futhi isibe nomthelela omubi eNkampanini ngenxa yomumo wokukhipha inzalo kwazo zonke izimali ze-MTN Holdings. Ibhodi le-MTN Zakhele Futhi lizoqhubeka nemizamo yalo yokuvikela ukutshala izimali okwenziwe abanesabelo.

Ngemva kokuphela konyaka, uMTN wamemezela idividendi yama-300 amasenti ngesheya ziyi-9 kuNdasa 2022, Lokhu kuqinisekisa ukuba i-MTN Zakhele Futhi inezidingo ezanele zemali ekupheleni konyaka wezimali wowezi-2022.

Ushintsho kubulungu eKomidini lokuCwaninga amabhuku, iNgcuphe nokuHambisana nokubekiwe

Ngonyaka wezimali wowe-2021, uManana Nhlanhla wesula njengelungu leKomidi lokuCwaninga amabhuku, iNgcuphe nokuHambisana nokubekiwe kanti uBelinda waqokwa esikhundleni sakhe.

Ukusebenza kwezimali

Ukwenza kwezimali zeNkampani kuncike ngokuphelele kwintengo yamasheya e-MTN Group kanye nanoma iyiphi idividendi ekhonjiwe netholakele kwi-MTN Group phakathi nonyaka.

Mhla zingama-31 Zibandlela 2020, iNkampani ivuma inzuzo eba semva kokudonswa kwentela okuyizigidi ezingama-R145,9 (2019: R38,0 izigidi ezilahlekile). Inzuzo ehlangene nedividendi etholakale kwiMTN Group ngoMbaso 2020 ibe ngenkulu ukunokulahlekelwa kokukala kabusha kwesisetshenziswa sezimali okususelwa kuso. Ukulahleka kokukala kabusha kwesisetshenziswa sezimali okususelwa kuso kumayelana nokwehla kwentengo yamasheya e-MTN Group isukela kuma-R82,49 mhla zingama-31 kuZibandlela 2020 kuya kuma-R170,71 mhla zingama-31 kuZibandlela 2021.

Ukwehla kwentengo yamasheya e-MTN Group kusukela onyakeni wezimali owandulele kwaholela ekulahlekelweni wumthamo olungile oyisigidi esi-R1 139,8 (2019: R332,8 izigidi) okuvunywa esitatimendeni somholo ophelele.

Ukukhokhela kabusha isikweletu se-Zakhele Futhi

Kusukela ukuqaleni kokusetshenzwa, amasheya akhethiwe ayakwazi ukushintshwa emva kweminyaka eyisihlanu kusukela ngosuku lokukhishwa, okuwumhla zingama-23 kuLwezi 2021.

NgoZibandlela kowezi-2020 usuku lokushintsha olubekiwe lwahlehliselwa mhla zingama-23 kuLwezi kowezi-2022. Ukongeza, ngoMandulo kowezi-2021 abanikazi bamasheya akhethiwe bavumelana ukuba kuhlehliswe lolu suku lwamhla zingama-23 kuLwezi kowezi-2024. Ukuhlehliswa kosuku lokushintshwa kwamasheya akhethiwe kube nomthelela omuhle ezindabeni zokuhlakazwa kwebhizinisi ezibhekene neNkampani ngesikhathi unyaka uqhubeka.

Ukwesekwa konesabelo (KUBALULEKILE)

Ukuxhumana ngendlela nangempumelelo kubalulekile ukuqinisekisa ukuthi abanesabelo bagcinwa benolwazi lwamanje. INkampani izoqhubeka ukusebenzisa ukuxhumana nge-SMS njengendlela yabo yokuxhumana. Izaziso zeMihlangano eMikhulu yoNyaka ziyothunyelwa nge-imeyli, i-SMS noma ngeposi kubo bonke abanesabelo abarejistile. Ukusiza i-MTN Zakhele Futhi ukuba ixhumane ngendlela nabanesabelo nokuba bagcine amarekhodi esesimweni, abanesabelo bayacelwa ukuba bazise uMabhalane we-MTN Zakhele Futhi ngalo lonke ushintsho eminingwaneni yokuxhumana nge-SMS, ikheli leposi, umumo kanye neminingwane yasebhangwe.

Abanesabelo, nalabo abangafisi ukuhweba ngamasheya abo eMTN Zakhele Futhi, bacelwa ukuba barejiste ama-akhawunti abo okurejista ukuhweba kanti bangakhetha ukusebenzisa izinhlelo zokuhweba ezisetshenziwe (ngoMnotho oSeceleni weNedbank) noma ezizimele. Awekho amasheya angathengwa noma adayiswe ngaphandle kwe-akhawunti yokudayisa amasheya, ukuze ugqugquzeleke ukuba wenze lokhu kahle ngaphambi kokuba uhlelo luphele.

Uyacelwa ukuba uvakashele iwebhusaythi ye-MTN Zakhele Futhi ku-www.mtnzakhelefuthi.co.za ukuze uthole iminingwane yokuthi urejista kanjani i-akhawunti yamasheya akho nokuhweba ngawo, nokuthi uyihambisa kanjani ngokushintsha kweminingano yakho.

Abanesabelo bayagqugquzelwa ukuba bazejwayeze ngolwazi olushicilelwe ngokuhamba kwesikhathi olukwiwebhusaythi ye-MTN Zakhele Futhi kanti siphinda sigqugquzele abanesabelo ukuba bathathe izinqumo ezizwakalayo zokutshala izimali uma bekhetha ukudayisa, ukubamba noma ukuthenga amasheya eMTN Zakhele Futhi ukuze kukhuliswe kakhulu umumobungako wokutshala kwabo izimali.

Okubhekiwe

Ngenxa yomumo nenhloso yeMTN Zakhele Futhi, izinhloso zayo zihambisana nezinhloso zeMTN Group. Ibhodi le- MTN Zakhele Futhi lizoqhubeka nemizamo yalo yokuhlinzeka ukweseka kanye nomthamo kwabanesabelo.

Umhlangano oMkhulu wonyaka

Ngenxa yobhubhane lwe-Covid-19, sinokukhathazeka ngempilo noma ngokuphepha kwabanobunikazi kanye nemitheshwana ehlala ikhona evimba ukuhlangana kwabantu kanti iNkampani izophinda ibambe umhlangano omkhulu ngendlela ye-elektronikhi kanti abanesabelo ngeke bakwazi ukwethamela lomhlangano bona siqu.

Singathanda ukukhuthaza abanesabelo ukuba bethamele umhlangano omkhulu wonyaka ozobanjwa ngezobuxhakaxhaka ku-<https://mtnzakhelefuthi.virtual-meetings.online/login> ngele-10:00 (ngesikhathi saseNingizimu Afica) ngoMsombuluko, ziyisi-9 kuNhlabathi 2022.

Ukubonga

Nakuba unyaka wezimali wowezi-2020 ube nezinselelo kwi-MTN Zakhele Futhi, silokhu sinethemba futhi siyakhuthazeka ngokwesekwa esikuthole kwa-MTN Group.

Ngithanda ukubonga ozakwethu abasebhodini, bonke abanesabelo kanye nabalingani babo ngokuzinikela.

Belinda Mapongwana

USihlalo

4 kuMbasa 2022

Isitatimende esifingqiwe somumo wezimali

Zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

	Amanothi	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Izimpahla			
Okungezona Izimpahla eZikhona			
Ukutshala izimali kuma-ekhwithi	6	8 725 707	3 076 564
		8 725 707	3 076 564
Izimpahla eZikhona			
Intela ekhona etholakalayo		1	2
Ukheshi nokulingana nokheshi		2 126	6 578
Ukheshi nokulingana nokheshi – nezikhwama ezifingqekile		3 288	3 350
Okunye okwemukelwayo		657	879
		6 072	10 809
Izimpahla eZiphelele		8 731 779	3 087 373
Ukulingana neZikweletu			
Ukulingana			
Imali okwabelwanwa ngayo		2 468 336	2 468 336
Izingodla		3 002 532	(2 597 457)
Inzuzo enqwabelene		1 173 001	1 179 892

		6 643 869	1 050 771
Izikweletu			
Izikweletu okungezona ezamanje			
Okubolekwayo	8	924 384	922 340
Ithuluzi lezimali okususelwa kuzo	7	166 708	1 080 510
Intela ebekwe eceleni		888 269	-
		1 979 361	2 002 850
Izikweletu Zamanje			
Okubolekwayo	8	12 478	12 702
Imali ephambili yaka-MTN		91 027	15 266
Esinye isikweletu		2 743	2 860
Ukuhweba nokunye okukhokhelekayo		2 300	2 924
		108 548	33 752
Isamba sezikweletu		2 087 909	2 036 602
Isamba sokulingana nezikweletu		8 731 779	3 087 373

Isitatimende esifingqiwe senzuzo noma sokulahlekelwa

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

	Amanothi	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Imali engeniswa amadividendi	5	-	272 766
Izimali ezidonswa emholweni yabaqondisi		(1 170)	(1 037)
Ezinye izindleko zokusebenza		(17 813)	(15 445)
Ukusebenza (ukulahlekelwa)/inzuzo		(18 983)	256 284
Imali engenayo		197	818
Izindleko zezimali ezidalwe yizikweletu ngezindleko ezifakwe ezimpahleni		(62 737)	(31 246)
Ukuzuza/(ukulahlekelwa) ekukaleni kabusha kwethuluzi lezimali okususelwa kulo		913 801	(79 735)
Inzuzo/(ukulahlekelwa) ngaphambi kokudonswa kwentela		832 278	146 121
Izindleko zemali engenayo yentela		37 289	(229)
Inzuzo/(ukulahlekelwa) konyaka		869 567	145 892
Izimali ezingenayo eziyisisekelo nezixutshiwe ngesheya ngalinye (amasenti)	15	(5,58)	182,81

Isitatimende esifingqiwe semali engenayo ephelele

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Inzuzo yonyaka	869 567	145 892
Enye imali ephelele engenayo – izinto ezingeke zikwazi ukufakwa kabusha esigabeni ekuzuzeni noma ukulahlekelwa:	4 723 531	(1 139 847)
Ukuzuza/(ukulahlekelwa) ekukaleni kabusha ekutshaleni kuma-ekhwithi	5 649 143	(1 139 847)
Intela ebekwe eceleni ekukalweni kabusha kokutshala kuma-ekhwithi*	(925 612)	-
Ukuzuza/(ukulahlekelwa) okuphelele konyaka	5 593 098	(993 955)

*Qaphela: Intela ebekwe eceleni ekuzuzeni kokukala kabusha ukutshala izimali kuma-ekhwithi wukusebenza onyakeni wamanje (R1 265 407 992) kanye nentela ebekwe eceleni yezimpahla okwakukade zingabaliwe zama-R339 795 521.

Isitatimende esifingqiwe siguqula kwi-ekhwithi

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

	Imali okwabelwana ngayo R'000	Ukutshala izimali engodleni yama-ekhwithi R'000	Enye ingodla * R'000	Izingodla eziphelele R'000	Inzuzo/(ukulahlekelwa enqwabelene) R'000	I-ekhwithi ephelele R'000
Imali esele mhla lu-1 KuMasingana 2020	2 468 336	(377 097)	(1 000 778)	(1 377 875)	954 265	2 044 726
Inzuzo yonyaka	-	-	-	-	145 892	145 892
Enye imali ephelele engenayo	-	(1 139 847)	-	(1 139 847)	-	(1 139 847)
Ukulahlekelwa okuphelele konyaka	2 468 336	(1 139 847)	-	(1 139 847)	145 892	(993 955)
Ukwedluliselwa phakathi kwezingodla**	-	-	(79 735)	(79 735)	79 735	-
Imali esele zingama-31 KuZibandlela 2020	2 468 336	(1 516 944)	(1 080 513)	(2 597 457)	1 179 892	1 050 771
Imali esele mhla lu-1 KuMasingana 2021	2 468 336	(1 516 944)	(1 080 513)	(2 597 457)	1 179 892	1 050 771
Inzuzo yonyaka	-	-	-	-	869 567	869 567
Enye imali ephelele engenayo	-	4 723 531	-	4 723 531	-	4 723 531
Ukuzuza (ukulahlekelwa) okuphelele konyaka	2 468 336	3 206 587	(1 080 513)	2 126 074	2 049 459	6 643 869
Ukwedluliselwa phakathi kwezingodla**	-	-	876 458	876 458	(876 458)	-
Imali esele zingama-31 KuZibandlela 2021	2 468 336	3 206 587	(204 055)	3 002 532	1 173 001	6 643 869

* Enye i-akhawunti eyingodla isetshenziselwa ukurekhoda ukulahlekelwa ekukaleni kabusha ukulahlekelwa nokuzuza ethuluzini lezimali okususelwa kulo.

** Ukwedlulisela phakathi kwezingodla kusukela ekulahlekelweni ekukaleni kabusha kwethuluzi lezimali okususelwa kulo elaqoshwa enzuzweni nasekulahlekelweni. Isamba esedluliselwe siyileyo mali esele kwehlobene nentela ebekwe eceleni.

Isitatimende esifingqiwe semali engenayo

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Imali engenayo yasemisebenzini yezimali		
Imali esetshenziswe emisebenzini	(19 382)	(16 807)
Amadividendi atholakele	-	272 766
Inzalo yomholo etholakele	197	818
Izindleko sezimali ezikhokhiwe	(50 392)	(70 592)
Intela ekhokhiwe	(58)	(226)
Imali esalile ekwenzeni imisebenzi	(69 635)	185 959
Imali ehambayo emisebenzini yezimali		
Ukuhlengwa kwamasheya akhethiwe akhulayo abangabambi iqhaza	-	(212 620)
Ukwemukela imali ehamba phambili yakwaMTN	72 133	15 000
Ukufakwa kwezimali ekukhokheni kabusha izindleko ezikhona	(6 896)	-
Imali ebuyisiwe kubabambiqhaza abangaphumeleli	(116)	(217)
Imali esalile emisebenzini yezezimali	65 121	(197 837)
Imali ekuqaleni konyaka	9 928	21 806
Ukuhamba kwemali ephelele yonyaka	(4 514)	(11 878)
Imali ephelele ekupheleni konyaka	5 414	9 928

Amanothi ezitatimende ezifingqiwe zezimali

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

1. Ulwazi olujwayelekile

I-MTN Zakhele Futhi (RF) Limited yayifakwe njengenkampani kahulumeni ngaphansi kwemithetho yeRiphabhlikhi yaseNingizimu Afrika wama-21 Nhlanguvana 2016.

Inkampani ifakwe njengesedlulisi sokutshala ngenhloso ekhethekile ukuba nomthelela kwi-MTN Group Limited 2016 isikimu se-Broad Based Black Economic Empowerment ("BBBEE").

2. Isisekelo sokuzilungiselela

Ulwazi lwezimali olufingqiwe lulungiswe ngokuhambisana ne-International Financial Reporting Standards ("IFRS"), ukumela nokuveza izidingo ze-AS 34: uKubika eZezimali oKwesikhashana, kanye nokuhumusha la mazinga athathwe yiBhodi leSikhashana lamaZinga eZezimali, amaGaydi ye-SAICA Financial Reporting Guides njengoba yiKomidi lokuSebenza uHlahlomali noMkhandlu wamaZinga okuBika ngeZimali, izidingo zoMthetho weZinkampani waseNingizimu Afrika, 71 wowezi-2008 njengoba kuchitshiyelwe ezidingweni kanye ne-Listings Requirements ze- JSE Limited ("JSE") okumayelana nokuVikeleka kweZimpahla eZibekiwe.

3. Izinqubomgomo zohlahlomali

Izinqubomgomo zohlahlomali ezathathwa zichazwa ezitatimendeni zonyaka zezimali. Ngaleso sikhathi okubuyekwayo, iNkampani yathatha konke okuyi-IFRS ukuhumusha okusebenza ngendlela nokuthathwa njengokungena eNkampanini. Ukwamukelwa kwalawa mazinga ayengenawo umthelela ezitatimendeni zezimali zonyaka.

Izinqubomgomo zohlahlomali zinenhlalanjalo nalokho okwenzeke ngaphambi kwaleso sikhathi sezimali.

4. Izikweletu zokuhlupheka nokuzibophezela

Akukho ukubuyiselwa imali kwanoma yimuphi umuntu oseceleni ongaba nesibopho senkampani engakakhuli ekupheleni konyaka. Inkampani ayibanga nazo izikweletu zokuhlupheka ekupheleni konyaka.

5. Umholo wedividendi

Umholo ophelile wedividendi watholwa yi-MTN Zakhele Futhi uvela ku-MTN Group Limited ngesikhathi unyaka wezimali wawungama (2020: R272 765 592).

6. Ukutshala izimali kuma-ekhwithi

Ukutshala izimali kuqukethe 51 114 213 (2019: 51 114 213) amasheya e-MTN Group Limited. Ukutshala izimali kanye nesisetshenziswa sezimali esiyinsusela (okubheka inothi 7) okufaka cishe ama-4% e-MTN Group akhishwe yimali okwabelwana ngayo.

Amasheya ayedingekela ukheshi ngentengo engu-R4 593 511 342 mhla zingama-23 kuLwezi 2016.

Umthamo olungile wokutshala izimali kugxile entengweni yezimakethe zama-R60,19 (2019: R82,49) ngesheya ngalinye njengoba ufakwe ohlwini lwe-JSE Limited mhla zingama- 31 kuZibandlela 2021. Isamba sokulahlekelwa okuqoshiwe komunye umholo ophelile walo nyaka wezimali zingama-R5 649 142 821 (2020: R1 139 846 950).

	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Imali esele ekuqaleni konyaka	3 076 564	4 216 411
Ukuthola/(ukulahlekelwa) ekukaleni kabusha sokutshala kuma-ekhwithi	5 649 143	(1 139 847)
Imali esele ekupheleni konyaka	8 275 707	3 076 564

Amanothi ezitatimende zezimali ezifingqiwe ayaqhutshwa

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

7. Isisetshenziswa sezimali okususelwa kuso

Njengengxenywe yokuqalisa ukusebenza kwesikimu se-MTN Group BBBEE scheme, i-MTN Zakhele Futhi etholakale kwi-Notional Vendor Finance ("NVF") ukusebenza ukuthenga amasheya e-MTN Group. I-MTN Group yakhishwa amasheya angama-25 721 165 NVF kwi-MTN Zakhele Futhi ngentengo ephelele yama-R2 572 zingama-23 kuLwezi 2016. I-MTN Group ine-call option uma iqhathaniswa ne-MTN Zakhele Futhi myelana namasheya afakwe endaweni ye-NVF.

Isikweletu esisele esibaliwe ngesikhathi esithile sincike kumadividendi akhuliswe yi-MTN Group ngesikhathi kukhona okungakhethwa kukho. Isakhiwo simele okungakhethwa okuncike endleleni ethile. I-Monte Carlo simulation yasetshenziswa njengesu lokuhlola, elihambisana nendlelakwenza yezinga lezimakethe.

Ukuhlolwa kokukhethwa kukho kokuphela konyaka kunesikweletu sesi R166 707 970 (2020: R1 080 509 393).

- Intengo yasezimakethe yamasheya e-MTN Group R170,71 (2020: R60,19);
- lbhalansi ye-NVF ecishe ibe yizigidi ezi-R4 792 izigidi (2020: R4 531 izigidi);
- lbhalansi ye-NVF ecishe ibe yizigidi ezi- 51,41% (2020: 47,08%);
- lbhalansi ye-NVF ecishe ibe yizigidi ezi-4,38% (2020: 11,59%);
- okukhethwa kukho kweminyaka eyisi-8 kusukela ekuqaleni (2020: 8 iminyaka); kanye
- isilinganiso sonyaka esingenangcuphe sezi-5,75% (2020: 4.31%).

	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Imali esele ekuqaleni konyaka	(1 080 510)	(1 000 775)
Ukuguqulwa komthamo olungile okuqoshwe enzuzweni noma ekulahlekelweni	913 801	(79 735)
Umthamo olungile ekupheleni konyaka	(166 708)	(1 080 510)

8. Okubolekwayo

Okubolekwayo ngezansi kuvikeleke ngokungaqondile ngamasheya akhethiwe akhishwe e-("Amasheya akhethwayo e-MTN Zakhele Futhi") kwi-Jabisaan 04 (RF) Proprietary Limited. I-MTN Zakhele Futhi yakhipha amasheya akhethiwe angabambi iqhaza akhulayo nadayisekayo, mhla zingama-23 kuLwezi 2016, ngentengo yokukhipha eyi-R1 000 ngesheya elikhethiwe kwi-Jabisaan 04. Amasheya akhethiwe ayedayiseka emva kweminyaka emi-5 (emihlanu) kusukela ngosuku lokukhishwa okungukuthi zingama-23 kuLwezi 2021.

NgoZibandlela kowezi-2020 usuku olubekelwe ukushintsha lwahlehliselwa zingama-23 kuLwezi 2022. Ukongeza, ngesikhathi sikaMandulo kowezi-2021, izivumelwano zasayinwa mayelana nezichibiyelo zamashaya akhethiwe e-MTN Zakhele Futhi kanye nokukhokhela kabusha i-Jabisaan 04 isivumelwano sokukhokhela isheya elikhethiwe neshaya elikhethiwe elinenzuzo ekhulayo okuvunyelwene ngayo ukuhlehlisa usuku lokushintsha olubekiwe lwamasheya akhethiwe e-Jabisaan 04 kanye namasheya akhethiwe e-MTN Zakhele Futhi zingama-23 kuLwezi kowezi 2024, okungukuthi 8 (isishiyagalombili) iminyaka kusukela ngesikhathi sokuyikhipha. Izindlelakukhokha ezibukeziwe zamashaya akhethiwe, okufaka namasheya akhethiwe e-MTN Zakhele Futhi kufaka ushintsho oluthandekayo kuye kwisilinganiso sedividendi kumasheya akhethiwe, okuba yisinciphiso esi-2.5% kusukela kuma-75% kuya kuma-72.5% yesilinganiso sokutshelakisa okufakwe kwikhotheshini ye-FirstRand Bank Limited (isebenza ngophiko lwayo lweRand Merchant Bank), okuvezwe njengesilinganiso esilula senzalo (esifakwe kulolo nalolo suku olubekiwe lwevididendi ekhethiwe).

Amadividendi amasheya akhethiwe akhulile (asilele emuva) angakhokhelwa njalo ngonyaka mhla zingama-30 Mbasa namhla zingama-30 kuMandulo ngesikhathi esithile samasheya akhethiwe, noma ngosuku lwangaphambili njengoba kungavunyelwana ngokubhala i-MTN Zakhele Futhi kanye ne-Preference Share Agent okungenani izinsuku eziyisi-5 (isihlanu) zebhizinisi ngaphambi 30 kuMbasa nama-30 kuMandulo wanoma yimuphi unyaka ngesikhathi sethemu ye-MTN Zakhele Futhi wamasheya akhethiwe.

Ngokuncike ezimweni ezingenayo, amadividendi akhulile kwakhishwa nesamba esikhulu kunazo zonke (kuba yisamba esibalwe ngosuku oluyilo olubekwe phambili lokukhokha okubalulwe kwimemorandamu yokusebenzisana ye-MTN Zakhele Futhi, okulingana nokungengaphezulu kwama-105% entengo yokukhipha amasheya akhethiwe angashintshiwe e-MTN Zakhele Futhi kanye nemali enqwabelene kanye/noma amadividendi amasheya akhethiwe anqwabelene ngokuhlobana namasheya anjalo).

Amanothi ezitatimende zezimali ezifingqiwe ayaqhutshwa

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

8. Okubolekwayo (kuyaqhutshwa)

I-MTN Zakhele Futhi yakhiwe ngokucophelela kanti yesekwa yi-MTN ngezindlela ezehlukene. Esikhathini esiyiminyaka eyisishiyagalombili yesikimu, ithuba lokunyakaza obekungalindelwe, okwenzeka ngokushesha entengweni yezimakethe kwahlinzekelwa, kanye nendlela eyafakwa kumaDokhumenti okuDayiselana ukuze u-MTN akwazi ukuthi ngokuzikhethela kwakhe athathe izimali zomuntu oseceleni kulezi zimo, ngokusebenzisa ukukhetha ukuthenga amasheya akhethiwe.

I-MTN Zakhele Futhi Preference Shares incike kwisenzeko esiyinsusa noma ngabe yi-VWAP yosuku olulodwa yamasheya ingamaR38 noma ngaphansi. Isenzeko esiyinsusa sabuyekwezwa onyakeni, ngemvume yabanesabelo be-MTN Zakhele Futhi, abanesabelo abakhethiwe, inkampani no-MTN, kusuka kwi-VWAP yosuku okukodwa olungama-R50 kuya kwi-VWAP yosuku olulodwa lwama-R38.

Azikho ezinye izenzeko eziyinsusa kanti i-MTN Zakhele Futhi ihambisana nezidingo zesivumelwano sesikweletu ekupheleni konyaka.

	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Imali esele ekuqaleni konyaka	935 042	1 187 778
Ukuqoqwa kwezindleko zokusebenza	(6 896)	(504)
Ukudayisa amasheya akhethiwe angabambi iqhaza (adayiswe	-	(212 620)
ngesamba esingaba yi-R1 000)	(50 392)	(70 592)
Inzuzo ye-IFRS 9 nokushintsha okuguqukayo	(2 204)	(19 521)
Inzuzo ekhulile ngesilinganiso senzalo esebenzayo	61 312	50 501
	936 862	935 042

Amanothi ezitatimende zezimali ezifingqiwe ayaqhutshwa

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

9. Abathintekayo

Ubudlelwane:

Onesabelo okhethiwe:	Jabisan 04 (RF) Proprietary Limited
Onesabelo wamasheya akhethiwe:	BFC2 Owner Trust
UMhlinzeki izimali ze-Provider of Notional Vendor Finance:	MTN Group Limited
Ohlinzeka ngemali ehamba phambili:	Mobile Telephone Network Holdings Limited

Abaqondisi abangathathi izinqumo:	Sindisiwe Mabaso-Koyana
	Grant Gelink
	Belinda Mapongwana ⁽¹⁾
	Edward Pitsi ⁽¹⁾
	Manana Nhlanhla ⁽¹⁾

(1) Waqokwa zingama-22 kuNhlanguvana 2020.

	31 KuZibandlela 2021 R'000	31 KuZibandlela 2020 R'000
Amabhalansi abathintekayo:		
Isikweletu samasheya akhethiwe		
I-Jabisan 04 (RF) Proprietary Limited	972 326	956 347
Imali enikwa phambili entholakalayo		
I-Mobile Telephone Network Holdings Limited	72 133	15 000
Imali okwabelwana ngayo ephethwe othintekayo		
I-MTN Group Limited	365 540	365 540
Ukudayiselana kwabathintekayo:		
Amadividendi atholwe kwabathintekayo		
I-MTN Group Limited	-	(272 766)
Inzalo ekhokhelwa abathintekayo		
I-Jabisan 04 (RF) Proprietary Limited	50 392	70 592
Ukukhokhwa kwenzalo etholwe kwabathintekayo		
I-Mobile Telephone Network Holdings Limited	3 628	266
Izindleko ezikhokhelwe abathintekayo	3 139	1 075
I-Jabisan 04 (RF) Proprietary Limited	3 139	1 075
I-BFC2 Owner Trust	-	-

Amanothi ezitatimende zezimali ezifingqiwe ayaqhutshwa

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

9. Abathintekayo (kuyaqhutshwa)

Umholo webhodi labaqondisi – izimali zabaqondisi

USindisiwe Mabaso- Koyana

USonja De Bruyn ⁽¹⁾

UGrant Gelink

UBelinda Mapongwana ⁽²⁾

U-Edward Pitsi ⁽²⁾

UManana Nhlanhla ⁽²⁾

	1 169	1 037
	130	287
	-	78
	243	232
	389	159
	234	147
	172	134

(1) Wesula zingama-22 kuNhlangulana 2020.

(2) Waqokwa zingama-22 kuNhlangulana 2020.

*iVAT (esilinganisweni esingama-15%) ikhokhiswa abaqondisi abangathathi izinqumo lapho kungena khona.

Abaqondisi ababheki abahlinzeki bemisebenzi abasemqoka ukuba babe “abasebenzi abalawulayo abasemqoka” njengoba kuchazwe ku-IAS 24,
Kudalulwa othintekayo.

10. Izenzeko emva kwesikhathi sokubika

I-MTN Group yaveza ukuthi amadividendi okugcina amasenti angama-300 ziyisi-9 kuNhlabathi 2022.

Umthelela wezezimali esimemezelweni sedividendi ye-MTN Group iyimali engenayo eqagulwayo yedividendi engama-R230 506 134, ebe isibalwa ngendlela elandelayo engamasheya angama- 76 835 378* amasenti angama-300.

Azikhona ezinye izenzeko ezibalulekile esezenzekile phakathi kosuku lokubika kanye namhla zingama-23 Mbasa 2021 ezidinga ukuguqulwa noma ukuveza okuthile.

11. Ukukala umthamo olungileyo

Ngokwemigomo ye-IFRS 13, i-Fair Value Measurements, ithuluzi lezezimali ezikalwa yisititimende somumo wezezimali emthamweni olungile odinga ukudalulwa izikalo zomthamo olungile ngezinga ngokwemigomo ngokukala ukugibelana komthamo olungile:

- Izinga 1: Izindleko ezibhekiwe (okungaguquliwe) ezimakethe ezisebenzayo ngezimpahla ezifana nse noma izikweletu. Lokhu kuyatholakala sekulungile emithonjeni eminingana;
- Izinga 2: Okufakiwe okungekhona izindleko ezifakiwe ezingeni 1 okubhekwa empahleni noma esikweletini, ngokuqondile (okungukuthi njengentengo) noma ngokungaqondile (okungukuthi okususelwe entengweni).
- Izinga 3: Okufakiwe ezimpahleni noma esikweletini esigxile eminingweni yezimakethe ezibhekekayo (okungukuthi, okufakwayo okungabhekeki).

Umthamo olungile wokutshaliwe ezimpahleni zezimali ze-ekhwithi ugxile entengweni yamasheya e-MTN Group, njengoba kufakwe ohlwini lwe-JSE. Umthamo olungile wethuluzi lezezimali okugxilise kwimodeli yokuguqula. Okufakwa kule modeli kufaka intengo yamasheya eMTN Group, okuyinto efakwa ezimakethe. Okunye okungenayo kufaka isilinganiso senzalo kokubolekwayo, okufaka nalokho okusezimakethe.

Ithebula elingezansi lethula izimpahla zeNkampani nezikweletu ezikalwe ngomthamo olungile.

Amanothi ezitatimende zezimali ezifingqiwe ayaqhutshwa

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

11. Ukukala umthamo olungile (kuyaqhutshwa)

	Izinga 1 R'000	Izinga 2 R'000	Izinga 3 R'000	Isamba R'000
31 KuZibandlela 2021				
Ukukala umthamo oyiwo okuqhubekayo				
Ukutshala kuma-ekhwithi	8 725 707	-	-	8 725 707
Isisetshenziswa sokususela ezezimali	-	-	(166 708)	(166 708)
Ukukala izindleko zobungakompahla				
Okubolekwayo	-	(999 990)	-	(999 990)
31 KuZibandlela 2020				
Ukukala umthamo oyiwo okuqhubekayo				
Ukutshala kuma-ekhwithi	3 076 564	-	-	3 076 564
Isisetshenziswa sokususela ezezimali	-	-	(1 080 510)	(1 080 510)
Ukukala izindleko zobungakompahla				
Okubolekwayo	-	(1 012 151)	-	(1 012 151)
Akukho okwedluliselwayo phakathi kwezinga 1, 2 noma 3 ngesikhathi sonyaka wezimali				

Amanothi ezitatimende zezimali ezifingqiwe ayaqhutshwa

ngonyaka ophela zingama-31 KuZibandlela 2021

(Njengoba kucashunwe ezitatimendeni zezimali ezihloliwe)

12. Ukukhathazeka okuqhubekayo

Izitatimende zezimali zonyaka zilungisiwe ngokusekelwa kuzinqubomgomo zohlahlozimali olungena ekukhathazekeni okuqhubekayo. Lesi sisekelo sithatha ngokuthi izimali zizoba khona ukukhokhela imisebenzi yasesikhathini esizayo kanye nokuthola izimpahla kanye nokukhokha zonke izikweletu, izibopho zokweswela kanye nokuzibophezela ezifundweni ezejwayelekile zebhizinisi.

Ziyi-12 Ndasa 2021 iMTN Zakhele Futhi, kanye neMTN, bathumela isicelo kwabanikela ngemali abaseceleni ukuvumela iSivumelwano se-MTN Subordination kanye neSivumelwano sokuZibophezela okumele sichitshiyelwe ukuvumela inkampani ukuba ithole nezimali ezanele kwaMTN ukubhekana nezindaba zokuphelelwa yimali. Ukuqinisekisa kwagcina kutholakele kubakhiphi bezimali kanye ne-MTN Surbodination neSivumelwano sokuZibophezela sezichitshiyelwe ukuvumela izimali ezitholwe kuMTN noma inkampani ehlobene noMTN ukuba kusetshenziswe yiMTN Zakhele Futhi ukukhokhela kokubili okubekiwe okukweletwa wumuntu oseceleni kanye okwemisebenzi kanye nezinye izindleko uma sekufanele zikhokhwe.

Ziyi-16 kuMbaso 2021, i-MTN Holdings yavuma ukukhipha phambili isamba esikhulu esiyizigidi ezingama-R75,0 kwi-MTN Zakhele Futhi ukusiza iNkampani ukuba ihlangabezane nokushoda kwayo kwesikhathi samanje okungaholela ekudayisweni kwezimpahla. Lezi zamba zakhishwa phambili ukuze kusizwe iNkampani ihlangabezane nezidingo zayo zokusebenza nezibopho azokukhokhelwa kuze kube wusuku lokuthola amadividendi alandelayo kwa-MTN.

Abaqondisi bahlolile ukuchaza ukukhathazeka okuqhubekayo emva kokubheka okulandelayo:

- Ukuthola incwadi yokweseka evela kwa-MTN eveza inhloso yabo ukweseka i-MTN Zakhele Futhi uma kwenzeka kuba nezinsalelo zokuba khona kwezimpahla ezimakethe. Nakuba le ncwadi kumele nakancane ukuba kuthathwe njengesiqinisekiso sokweseka noma ukuthatha isibopho se-MTN, u-MTN ukhombise ukufisa kwabo ukusebenzisa u-call option bese kutholakala imali yamasheya akhethiwe (ukuze kugcinwe ukusetshenzwa kwe-MTN Zakhele Futhi) uma izenzeko eziyinsusela mayelana nokukhokhela amasheya akhethiwe ngoNdasa 2020.
- Usuku olubekiwe izimali zokwabelana ngokukhethiwe isihlehliselwe uLwezi kowezi-2024. Imali ekhokhelwa manje ngeke isakhokhwa kabusha esikhathini esiyizinyanga eziyi-12.
- U-MTN yamemezela ukuthi idividendi yamasenti angama-300 amasheya ziyisi-9 kuNdasa 2022. Ngokuncike ngezimvume kanye/noma nokuphakamisa amalungelo atholakele kusukela ekukhethweni kwabakhokhela amasheya, lokhu kuyoqiniseka ukuthi i-MTN Zakhele Futhi inokheshi owanele ukuhlangabezana nesibopho sesheya alikhethile kanye nezidingo nezibopho zokusebenza ezinyangeni eziyi-12 ezizayo.
- Uma kwenzeka isikhathi kubakhokhimali akhulizeki izimvume kanye/noma nokuphakamisa amalungelo okukhulunywa ngakho ngenhla, njengomphumela wezichibiyelo zesheya elikhethiwe ngowezi-2021:

Amadividendi asekhulile kungenzeka, ngokuncike ezimweni ezingenayo, izoqaliswa kuze kufike esambeni esikhulu okuvunyelwene ngaso – kube yisamba esibaliwe ngosuku olubekwe phambili lokukhokha olubalulwe kwimemorandamu yokufaka konke ye-MTN Zakhele Futhi, alingana ngokungaphezulu kwama-105% wentengo wamasheya angadayisiwe eMTN Zakhele Futhi kanye nakho konke okukhulile kanye/noma amadividendi amasheya anqwabelene akhethiwe ngokuhlobene namasheya anjalo; kanye

- Lokhu kukwazi ukukhipha amadividendi kuwumumo owongeziwe okungukuthi, uma kusetshenziswe, kulindeleke ukuba asize i-MTN Zakhele Futhi ukuhlangabezane nezibopho nezidingo zokusebenza ezinyangeni eziyi-12 ezizayo.

Ukususela kokungenhla okuvezwa yiNkampani kanye nokuqagula, kubhekwa ushintsho olungaba khona ekusebenzeni kokutshalwa kwezimali, kukhombisa iNkampani izokwazi ukusebenza ezingeni ngezimali ezikhokhwa njengamanje.

Abaqondisi banokulindela okuzwakalayo ukuthi iNkampani inemithombo eyanele ukuqhubeka nokuba khona ekusaseni elibonakalayo.

13. Ukucutshungulwa kwamabhuku ezimali okuzimele

Le miphumela yezimali ezingqiwe ibalulwe emakhasini 6 kuya ku-16 igxilise eZitatimendeni zeZimali zaMinyaka yonke ngonyaka ophele zingama-31 kuZibandlela 2021 ocutshungulwe ayiNkampani ezimele yabacubunguli bamabhuku ezimali, iSizweNtsalubaGobodo Grant Thornton Inc., abenze umsebenzi wabo ngokuhambisana namaZinga oMhlaba okuCubungula amaBhuku eZimali.

Ikhophi ephelele yombiko wamabhuku ezimali engaguquliwe iyatholakala ukuba ibhekwe ehhovisi elirejistiwe leNkampani, noma ngesicelo. Umbiko wokucubungula amabhuku ezimali zonyaka. Izitatimende zezimali ezingqiwe zikhishwe ezitatimendeni zezimali ezingqiwe eziqhamuka ezitatimendeni ezingqiwe zezimali zonyaka zeNkampani kuhambelana nazo zonke izinto eziphathekayo.

Abaqondisi bathatha isibopho esiphelele ukulungiselela izitatimende zezimali ezingqiwe nokuthi ulwazi lwezizimali lucashunwe ngendlela ezitatimendeni zaminyaka yonke zezimali.

14 Ukutholakala kwesethi ephelele yezitatimende zezimali ezihloliwe

Isethi ephelele yezitatimende zezimali ezihloliwe nombiko ohloliwe ongaguquliwe ovela kwa-SizweNtsalubaGobodo Grant Thornton Inc, iyobe:

- Isihlolwa kwiwebhusaythi elandelayo: www.mtnzakhelefuthi.co.za;
 - Etholakala ehhovisi elirejistiwe leNkampani ngesikhathi esejwayelekile okusebenza; noma
 - Iyothunyelwa ngeposi uma ucela lokhu eNedbank Limited, okwenziwa wuphiko olulawulwayo lwe-Share Scheme, olunemininingwane evela ngaphansi kwesigaba sokuphatha kwingaphakathi lekhava engemuva.
-

15. Amaholo ayisisekelo naxutshiwe ngesheya ngalinye

Inani lamasheya ajwayelekile akhishwa ekupheleni konyaka ('000)	123 417	123 417
Okukalwe ngenombolo yamasheya alingene ('000)	123 417	123 417
Inzuzo/(ukulahlekelwe) onyakeni	869 567	145 892
Okuguqulelwa:		
- (Ukuthola)/ukulahlekelwa ekukaleni kabusha ithuluzi lezimali okususelwa kulo	(876 458)	79 735
(Ukulahlekelwa)/Inzuzo eqondiswa kwabanesabelo	(6 891)	225 627
Izimali ezingenayo eziyisisekelo nezixutshiwe ngesheya ngalinye (amasenti)	(5,58)	182,81

Azikho izinto ezifakwe ekubaleni inzuzo ezihlobene nabanesabelo adingekela ukuba abekwe ngokwemigomo yesekhula 2/2015, uMholo oSeqhulwini, ekubalweni komholo oseqhulwini ngesheya ngalinye.

16. Umthamo oSalayo weMpahla

Umthamo oSalayo weMpahla NgeSheya Ngalinye (i-NAVPS) iyimethrikhi esetshenziswa ukukala umthamo wesheya ngalinye. I-NAVPS itholakala ngokuhlukanisa Umthamo oSalayo weMpahla wohlelo lwenombolo yamasheya asasilele.

Umthamo oSalayo weMpahla= (Ama-asethi asePhelele – Izikweletu eziphelele)/Isamba senombolo yamaSheya aseSele

$$= (8\,731\,779 - 2\,087\,909) / 123\,416\,818$$

$$= 6\,643\,869 / 123\,416\,818$$

$$= \mathbf{53.83 \text{ ngesheya ngalinye}}$$



MTN Zakhele Futhi (RF) Limited

Incorporated in the Republic of South Africa
(Inombolo yokurejista 2016/268837/06)
JSE share code: MTNZF
ISIN: ZAE000279402
LEI:378900429C4F73B1BE74
(“MTN Zakhele Futhi” noma “iNkampani”)

ISAZISO SOMHLANGANO OMKHULU WONYAKA

Le dokhumenti ibalulekile kanti idinga ukuba uyinake ngokushesha.

Uma unanokungabaza noma yikuphi mayelana nesinyathelo okumele usithathe, thintana nebhrokha yakho, obamba iqhaza lengodla ephethe ukuphepha (“CSDP”), umeluleki wezomthetho, ibhenka, umeluleki wezezimali, umcubunguli wamabhuku ezimali noma oweluleka ngokomsebenzi ngokushesha.

Okufakwe kule dokhumenti yilokhu:

- Isaziso somhlangano omkhulu wonyaka (“i-AGM”), esibalula izixazululo okumele ziphakanyiswe emhlanganweni, kanjalo namanothi achazayo.
- Amanothi anika indlela yokuthi ungabamba kanjani iqhaza kwi-AGM ngekhompyutha angatholakala emakhasini 33 kuya ku-36. Kuphinde kube namanothi anika indlela uma ufisa ukwethamela kanye nokuvota emhlanganweni (okunhloso yakho wukuxhumana ngomhlangano okwikhompyutha nolwazi olufakiwe) noma ukuvota ngokumelwa okungatholakala ekhasini 34 kulesi saziso.
- Ifomu lokumelwa elizosetshenziswa abanesabelo kumasheya e- MTN Zakhele Futhi ngefomu eliyisitifiketi noma ngohlobo lwe-elektroniki erejistwe ngaphansi kwenye “ngegama layo”.

Uma usuchithe noma wedlulisela amasheya akho aku-MTN Zakhele Futhi, uyacelwa ukuba wedlulise lesi saziso se-AGM, ifomu lokumelwa kanye namadokhumenti ahambisana nalo, kumthengi noma okwedluliselwa kuye lawo masheya noma ibhrokha, ibhenka noma enye i-eyenti okwenziwa ngayo ukudayiselwa noma ukwedluliselwa, ukuze kwedluliselwe kumthengi noma okwedluliselwa kuye.

Le dokhumenti iyatholakala ngesiNgisi, isiZulu nesiSuthu kwiwebhusaythi yeNkampani ku – <https://www.mtnzakhelefuthi.co.za/home/agm> ngaphansi kwesigaba esinesihloko esithi “Notice to Annual General Meetings”

Abanesabelo bayelulekwa ukuthi i-AGM kuyofinyelelwa kuyona ngokuxhumana ngekhompyutha, njengoba kuvunywe yi- JSE Limited (“JSE”) kanye nezihlinzeko zoMthetho weZinkampani, No. 71 wowezi-2008, njengioba uchitshiyelwe (“UMthetho weZinkampani”) kanye nememorandamu yokusebenzisana yeNkampani, njengoba kuchitshiyelwe (“i-MOI”).

Isaziso kwabanesabelo

Kukhishwa isaziso kwabanesabelo kwi-MTN Zakhele Futhi, ukuthi i-AGM yesi-6 yeNkampani iyobanjwa ngokugcwele ngokuxhumana nge-elektroniki njengoba kubalulwe esigabeni 63(2)(a) soMthetho weZinkampani ku <https://mtnzakhelefuthi.virtual-meetings.online/login> ngoMsombuluko ziyisi-9 kuNhlabathi kowezi-2022 ngele-10:00 (ngesikhathi saseNingizimu Afrika), uku: (i) bheka kanye, uma kubonakala kulungile ukuthi kuphasiswe ngokuguqula nangaphandle kokuguqulwa, izixazululo ezikhethekile ezilandelayo, ngendlela edingwa wuMthetho weZinkampani, njengoba ufundwa neZidingo zokuFakwa oHlwini (“Listings Requirements”) ze- JSE kanye ne-MOI: bese (ii) zibhekana namanye amabhizinisi anjalo okungabhekwana nawo kwi-AGM.

Ibhodi laBaqondisi leNkampani (“iBhodi”), ngokuhambisana nesigaba 62(3)(a), uma sifundwe nesigaba 59 soMthetho weZinkampani, libeka izinsuku ezilandelayo zokuqopha ukuze kuhlonzwe okumele babe abanesabelo:

	Izinsuku zaseNingizimu Afrika
Usuku lokurekhoda ukuhlonza abanesabelo abafanele ukuthola isaziso se-AGM	NgoLwesihlanu, 25 kuNdasa 2022
Usuku lokuphosta isaziso se-AGM	NgoMsombuluko, 4 kuMbaso 2022
Usuku lokugcina lokuhweba ukuze ukwazi ukubamba iqhaza nokuvota kwi-AGM	NgoMsombuluko, 25 kuMbaso 2022
Usuku lokuqopha ukuba ukwazi ukubamba iqhaza kanye nokuvota kwi-AGM	NgoLwesihlanu, 29 kuMbaso 2022
Amafomu okumelelwa okumele afakwe ngezinhloso zokuphatha kungakadlulu	NgoLwesihlanu, 6 kuNhlaba 2022
I-AGM izobanjwa ngele- 10:00 (isikhathi saseNingizimu Afrika) mhla zingama-	NgoMsombuluko, 9 kuNhlaba 2022
Imiphumela ye-AGM iyokhishwa cisho	NgoLwesibili, 10 kuNhlaba 2022

Ngenxa: (i) umumo wamanje wobhubhane lwe-COVID-19 eNingizimu Afrika; (ii) ukufinyelela konesabelo kwi-AGM eyenziwa kwikhompyutha; kanye (iii) ne-MOI ye-MTN Zakhele Futhi ivumela iNkampani ukuze ibambe imihlangano emikhulu nama-AGM (nanoma yikuphi okuyikho) ngokugcwele ngendlela yokuxhumana nge-elektroniki njengoba kuchazwe esigabeni 63(2)(a) soMthetho weZinkampani, iBhodi, ngaphansi kwezimo, sahlonza ukuthi kubalulekile, kuwukuhlakanipha futhi kuyathandeka ukuba i-AGM ezayo yenziwe ngokuxhumana kwe-elektroniki ngokugcwele, hhayi ngohlangana siqu. Ngokunjalo, i-AGM kuyofinyeleleka kuyona ngokuxhumana ngokwamakhompyutha, njengoba kuvunyelwe yi-JSE ngokuhambisana ngezihlinzeko zoMthetho weZinkampani kanye ne-MOI. Abanesabelo bazoba nethuba lokufaka amavoti abo nge-elektroniki nge-iProxy platform ngaphambi komhlangano, noma ukuthi bathumele amafomu abo okuba nababamele, noma babambe iqhaza kanye/noma ukuthi bavote ngekhompyutha, kusetshenziswa i-smartphone, ithebhulethi noma ikhompyutha, okuncike ezihlinzekweni ezingena kwabanesabelo abafakwe kwikhompyutha abarejiste ngaphandle kwegama. Uyacelwa ukuba ubheke amakhasi 27 kuya ku 30 alesi saziso se-AGM ukuze uthole imininingwane yokuthi ulibamba kanjani iqhaza emhlanganweni. I-iProxy platform izotholakala kusukela ngelesi- 09:00 ngoLwesibili ziyi-12 kuMbaso 2022.

Abanesabelo kuyomele bakhokhele izindleko zabo zenethiwekhi mayelana nokubamba iqhaza kanye/noma ukuvota kwi-AGM. Nanoma yiziphi izindleko ngeke kube eze-akhawunti ye-JSE, iNkampani noma yinoma yimuphi umhlinzeki wemisebenzi ogcinwe ngenhloso yokufukamela kanye/noma ukuhlela i-AGM kwi-elektroniki. Akukho okwi-JSE, iNkampani noma yinanoma yimuphi umhlinzeki wemisebenzi oyobekwa icala uma kwenzeka kuba nokulahleka kokuxhumana kwineethiwekhi noma ukungaxhumeki kwineethiwekhi ngenxa yokungabibikho kwe- airtime eyanele, ukuxhumeka kwi-inthanethi, i-internet bandwidth kanye/noma ukucisha kukagesi okuvimbela nanoma yibaphi abanesabelo ekubambeni iqhaza ekuvoteni kwi- AGM.

Ukuhlonza ababambiqhaza emhlanganweni

Abanesabelo baphinde belulekwe ukuthi ngokwemigomo yesigaba 63(1) soMthetho weZinkampani, nanoma yimuphi umuntu (okufaka nabamele abanye) abethamele noma ababamba iqhaza kwi AGM kumele baveze okokubahlonza ngokwanelisayo ngaphambi kokuba banikwe ilungelo lokwethamela noma ukubamba iqhaza nokuvota kwi AGM. INkampani igcine imisebenzi ye-Ince Proprietary Limited ukuhlinzeka inkundla yokuvota kanye ne-webcast, nokugcwalisa (ngokubonisana neNkampani, ikakhulukazi komabhalane bokwedlulisela beNkampani, i-Nedbank Limited (isebenza ngeyunithi yebhizinisi lokuPhatha i-Share Scheme) ne-CSDP yakho) lowo nalwoonesabelo angabamba iqhaza kanye/noma avote kwi-AGM, ngaphambi kokukhlinzeka ngendlela yokufinyelela kwi-AGM kanye nenkundla yokuvota ehlobene nalokho.

Abanesabelo bayelulekwa, futhi bayakhuthazwa kakhulu ukubamba iqhaza kwi-AGM ngekhompyutha, ukuze kube ukuphatha, ukusebenzisa ukumelwa okwenziwa enkundleni yokumelwa ngekhompyutha njengoba kubalulwe kulesi saziso ngaphambi komhlangano, okuncike ezihlinzekweni ezingenayo zabanesabelo abafakwe kwikhompyutha ngaphandle kokurejista ngegama labo.

I-AJENDA

1. Ukwethulwa kwezitatimende zezimali zonyaka

Izitatimende zezimali zonyaka ezihloliwe zeNkampani (njengoba zivunyelwe yiBhodi), okufaka nombiko wabaqondisi, umbiko wezimali, umbiko wekomidi lengcuphe nelokuhambisana nombiko wabacubunguli mabhuku ezimali bangaphandle wonyaka ophela zingama-31 Zibandlela 2021, usatshalaliswe kwabanesabelo njengoba kudingeka ukuba kwethulwe kwabanesabelo kule AGM njengoba kudingeka ngokwemigomo yesigaba 61(8)(a) soMthetho weZinkampani.

Izitatimende zezimali zonyaka zibalulwe emakhasini 19 kuya ku- 53 wombiko wonyaka otholakala kwiwebhusaythi yeNkampani ku- www.mtnzakhelefuthi.co.za/investor-relations ngaphansi kwesigaba esinesihloko esithi **Annual and Interim Financial Statements**.

Uma ufunda izixazululo ezingezansi, uyacelwa ukuba ubheke amanothi achazayo ezixazululo ze-AGM ekhasini 24.

2. Ukwethulwa kwezitatimende zezimali zonyaka

Izitatimende zezimali zonyaka ezihloliwe zeNkampani (njengoba zivunywe yiBhodi), okufaka nombiko wabaqondisi, umbiko wezimali, umbiko wekomidi lengcuphe nelokuhambisana nombiko wabacubunguli mabhuku ezimali bangaphandle wonyaka ophela zingama-31 Zibandlela 2021, usatshalaliswe kwabanesabelo njengoba kudingeka bese kwethulwa kwabanesabelo kule AGM njengoba kudingeka ngokwemigomo yesigaba 61(8)(a) soMthetho weZinkampani.

Izitatimende zezimali zonyaka zibalulwe emakhasini 19 kuya ku-54 wombiko wonyaka otholakala kwiwebhusaythi yeNkampani ku- www.mtnzakhelefuthi.co.za/investor-relations ngaphansi kwesigaba esinesihloko esithi Annual and Interim Financial Statements.

Uma ufunda izixazululo ezingezansi, uyacelwa ukuba ubheke amanothi achazayo ezixazululo ze-AGM ekhasini 34.

2. IZIXAZULULO EZEJWAYELEKILE

2.1 Isixazululo esejwayelekile esingunombolo 1.1 kuya ku-1.2

Ukukhetha kabusha abaqondisi abathatha umhlalaphansi ngokushintshana

UNk Mabaso Koyana noMnu Pitsi bazothatha umhlalaphansi ngokushintshana ngokwemigomo yesigatshana 24.7 se-MOI, edinga abaqondisi abangengaphansi kokukodwa kokuthathu ukuba bathathe umhlalaphansi kuleyo naleyo AGM. UNk Mabaso-Koyana noMnu Pitsi, njengoba kubafanele, bayazinikela ukuba bakhethe kabusha.

Isixazululo esejwayelekile esingunombolo 1.1:

Ukukhetha kabusha uSindisiwe Mabaso-Koyana njengomqondisi

USindisiwe Mabaso-Koyana uwumqondisi ozimele – ongumqondisi ongathathi zinqumo. Umbhalomlando ophela womqondisi ubekwe ekhasini 2 lalesi saziso.

“Sanquma ukuthi, uSindisiwe Mabaso-Koyana, othatha umhlalaphansi ngokushintshana okumfanele nongakwazi ukukhethwa kabusha, kanti lana ukhethwa kabusha njengomqondisi weNkampani.”

Isixazululo esejwayelekile esingunombolo 1.2

Ukukhetha kabusha kuka-Edward Pitsi njengomqondisi

U-Edward Pitsi uwumqondisi ozimele ongathathi zinqumo. Umbhalomlando ophela womqondisi ubekwe ekhasini 2 lalesi saziso.

“Sanquma ukuthi, u-Edward Pitsi, othatha umhlalaphansi ngokushintshana okumfanele nongakwazi ukukhethwa kabusha, kanti lana ukhethwa kabusha njengomqondisi weNkampani.”

Iphesenti lamalungelo okuvota elidingekela izixazululo ezejwayelekile ezingonombolo 1.1 kuya ku-1.2 okumele zamukelwe alikho ngaphezulu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota asetshenziswa kuleso naleso sixazululo.

2.2 Izixazululo ezejwayelekile ezingonombolo 2.1 kuya ku-2.3

Ukukhetha amaLungu eKomidi lokuhlola amabhuku ezimali neZingcuphe

Isixazululo esejwayelekile esingunombolo 2.1:

“Sanquma ukuthi, uGrant Gelink ukhona futhi uyakhethwa lana njengeLungu lekomidi lokuhlola amabhuku ezimali, izingcuphe nokuhambisana okuqalisa ukusbenza kusukela ekupheleni kwalo mhlango ngokwemigomo yesigaba 94(2) soMthetho weZinkampani, kuze kuphele i-AGM elandelayo.”

Isixazululo esejwayelekile ezingonombolo 2.2:

“Sanquma ukuthi, ngokuncike ekuphaseni kwesixazululo esejwayelekile esingunombolo1, u-Edward Pitsi lapha uqokwa njengelungu lekomidi lokuhlola amabhuku ezimali, ingcuphe nokuhambisana kusukela ekupheleni kwalo mhlango okuzoqala kusukela ekupheleni kwalo mhlango ngokwemigomo yesigaba 94(2) woMthetho weziNkampani, kuze kube yisekuphothulweni kwe-AGM elandelayo.”

Isixazululo esejwayelekile esingunombolo 2.3:

“Sanquma ukuthi, uBelinda Mapongwana lapha uqokwa njengelungu lekomidi lokuhlola amabhuku ezimali, ingcuphe nokuhambisana kusukela ekupheleni kwalo mhlango okuzoqala kusukela ekupheleni kwalo mhlango ngokwemigomo yesigaba 94(2) woMthetho weziNkampani, kuze kube yisekuphothulweni kwe-AGM elandelayo.”

Iphesenti lamalungelo okuvota elidingekela Izixazululo ezejwayelekile ezingonombolo 2.1 kuya ku-2.3 okuzofukanyelwa kungaphezulu (amaphesenti angamashumi amahlanu) amalungelo okuvota okwenziwa kuleso naleso sixazululo.

2.3 Isixazululo esejwayelekile esingunombolo 3

Ukuqokwa kabusha kwabacubunguli mabhuku ezimali bangaphandle
Isixazululo esejwayelekile esingunombolo 3.1

Sanquma ukuthi, iSizweNtsalubaGobodo Grant Thornton Inc. ukuba iqokwe kabusha njengomcubunguli mabhuku ezimali weNkampani ukuba isebenze kusukela ekupheleni kwalo mhlango kuze kube sekupheleni kwe-AGM elandelayo yeNkampani.”

Iphesenti lamalungelo okuvota elidingekela isixazululo esejwayelekile esingunombolo 3 okumele lemukelwe lingaphezu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota okwenziwa kuleso naleso sixazululo.

3. IZIXAZULULO EZIKHETHEKILE

3.1 Isixazululo esikhethekile esingunombolo 1

Iholo eliphakanyisiwe elizokhokhelwa abaqondisi abangathati izinqumo

“**Sanquma ukuthi** (i) ngokwemigomo yoMthetho weZinkampani kanye nesigatshana 26 seMOI nokuncike emigomweni yakhona, iholo lomqondisi, kusukela ngosuku lokuphasa kwalesi sixazululo, njengoba kubalulwe ngezansi:

Ibhodi le-MTN Zakhele Futhi (RF) Limited			
	Imali yokucina yonyaka (ZAR)		Imali yokwethamela (ZAR) (ngomhlangano ngamunye)
	Imali yamakota ephakanyisiwe	Isamba ngonyaka	Proposed Imali yokwethamela (ngomhlangano ngamunye)
USihlalo	33 164	132 656	52 235
ILungu	14 500	58 000	29 000

Kulindeleke ukuba ibhodi lihlangane njalo ngekota.

Ikomidi lokuhlola amabhuku, ingcuphe nokuhambisana leMTNZakheleFuthi(RF)			
	Imali yokucina yonyaka (ZAR)		Imali yokwethamela (ZAR) (ngomhlangano ngamunye)
	Imali ephakanyisiwe yekota	Isamba sonyaka	Imali ephakanyisiwe yokwethamela (ngomhlangano ngamunye)
USihlalo	N/A	N/A	22 078
ILungu	N/A	N/A	15 792

Kucatshangwa ukuthi ikomidi locubungula amabhuku nengcuphe liyohlangana okungenani kabili ngonyaka ukuhambisanisa nemiphumela yakulesi sikhathi nokucutshungulwa kwamabhuku ezimali okuphela konyaka, kanti kuyokhokhwa imali yokwethamela kuphela.

I-MTN Zakhele Futhi (RF) Limited – Ama-asayinimenti/amaprojekthi akhethekile ngomsebenzi wosuku/	
Isilinganiso sosuku/sehora (ZAR) ngaphandle uma kushiwo	Okuphakanyisiwe
I-asayinimenti ekhethekile noma iphrojekthi ngosuku noma iphrojekthi ngosuku	12 640

- (i) Ngokuhambisana ne-sigatshana 26.2 se-MOI, abaqondisi bangakhokhelwa zonke izindleko ezizwakalayo zokuvakasha (okufaka amahotela) ukuya nokubuya emihlanganweni yabaqondisi nabanesabelo, namalungu amakomidi eBhodi bayoba nelungelo lokuthola zonke izindleko ezizwakalayo zokuvakasha (okufaka amahotela) ukuya nokubuya emihlanganweni yamalungu amakomidi ebhodi.”

Isiphakamiso esibalulwe kwisixazululo esikhethekile esingunombolo 1, sihambisana nehlo elikhokhwe abaqondisi abangathathi izinqumo nabanye abasebenzi abangathathi izinqumo bezinye izinkampani zaseNingizimu Afrika kanti lokhu kumele luyoko lwama-5% ezimalini zangonyaka owedlule. IBhodi selisivumile isiphakamiso.

Ihlo elibuyekeziwe eliphakanyisiwe lithathwa njengelizululo nelikahle eleseka iNkampani.

Iphesenti lamalungelo okuvota elidingekayo ukuze kuvunywe isixazululo esikhethekile esingunombolo 1 kumele kube nama-75% (amaphesenti angamashumi ayisikhombisa nanhlano) amavoti abo bonke abanesabelo abakhona ngesiqu, noma omelwe othile, kwi- AGM.

Isikhathi sokusebenza sezixazululo

Okunye okuhlinzekwa ngokucacile ngale kwalokho, zonke izixazululo ziyiqala ukusebenza ngokushesha uma sezivunyiwe ngabani abanesabelo.

Izinqubo zokuvota

Ukuvota kwi-AGM kuzokwenziwa ngekhompyutha. Indawo yokuvota ngekhompyutha izoba khona ezokwenza bonke abanesabelo abethamela ivoti emhlanganweni, okuncike ezihlinzekweni ezingenayo kwabanesabelo abanesitifiketi abarejiste ngaphandle kwegama. Ukuvota kuzo zonke izixazululo ziyokwenziwa ngendlela yokuvota. Onobhala bayohlolona umuntu ngamunye onesabelo emhlanganweni baphinde bahlonze inani lamavoti lapho onesabelo ziyokwazi ukuwasebenzisa emhlanganweni. Abanesabelo abaphothule baphinde babuyisa amafomu okumelwa, okufaka nanoma yisiphi isicelo sokumelwa esigcwalisiwe saphinde sabuyiswa ngenkundla ekwikhompyutha ngeke kudinga ukuvotwa emhlanganweni. Uhlelo lokuvota lwabanesabelo abakhetha ukubamba iqhaza lufakwe neminingwane kwi-AGM ekwikhompyutha ekhasini 33. Abanesabelo bayakhuthazwa ukuba babambe iqhaza baphinde basebenzise ifomu lokumelela noma indlela yokuvota kwikhompyutha ukuqinisekisa ukuthi onke amavoti abanesabelo ayabalwa, okuncike ezihlinzekweni ezingena kwabanesabelo abanezitifiketi ngaphandle kokurejista ngegama laso.

Ukuvota nokumelwa

Abanesabelo abanezitifiketi kanye nabanesabelo abafakelwe izitifiketi kwikhompyutha abanamashaya arejistwe “ngegama labo” banelungelo lokwethamela kanye nokuvota emhlanganweni angaqoka umuntu oyedwa noma ngaphezulu njengomelwe okumele ethamele, abambe iqhaza bese evota esikhundleni sabo. Okumele akudingeki aze abe onesabelo eNkampanini kodwa kumele kube wumuntu. Ukuqokwa kokumele ngeke kubekwe eceleni onesabelo owaqokwa ukuthi okumele ethamele i-AGM kanye nokubamba iqhaza nokuvota komuntu siqu okuholela ekubekweni eceleni kwanoma yimuphi lowo omele omunye. Ifomu lokumelela elizosetshenziswa emhlanganweni linanyathiselwe kanti kumele lithunyelwe umuntu ngamunye owethamele njengomele omunye, kanjalo nekhophi egxiviziwe kamazisi waseNingizimu Afrika yonesabelo kanye nomumele.

Ithuluzi eliphothulwe ngendlela yokuqoka ozomela kanye negunya, uma kukhona, okusayinwa ngaphansi okumele kusayinwe bese kufakwa abanesabelo ngonobhala bokwedlulisa beNkampani, iNedbank Limited, ukusebenza ngeyunithi yebhizinisi lokuPhatha i-Share Scheme, inombolo yokurejista: 1951/000009/06, at 135 Rivonia Road, Sandown, Johannesburg, 2193 noma nge-imeyli ekhelini le-imeyli: ssa-zakhelefuthi@Nedbank.co.za ngaphambi kokuqala komhlangano okumele ubanjwe ngele-10:00 (isikhathi saseNingizimu Afrika) ngoLwesibili, 9 kuNhlaba 2021 ukuze kusizakale abanesabelo abacelwe ukuba bafake onke amadokhumenti kungakashayi ele-10:00 (isikhathi saseNingizimu Afrika) ngoMsombuluko, 6 kuNhlaba 2022. Igama neminingwane yekheli lomabhalane bokwedlulisa ifakwe ngemuva efomini lokumelwa.

Ukunaka abanesabelo siqondiswe amanothi ongeziwe aqukethwe efomwini lokumelela elifakwe kulesi saziso ekhasini 35.

Ifomu lokumelela elinanyathiselwe lihlinzekelwe abanesabelo ukuze basizakale. Abanesabelo abaphoqekile ukuba basebenzise ifomu elinanyathiselwe kanti bangakhetha ukuba nongabamela ngokubhala ngaphansi kwesigaba 58 soMthetho weZinkampani. Isifingqo sezihlinzeko zalesi sigaba sifakiwe esithasiselweni sesaziso se-AGM.

Abanesabelo abafakwe kwikhompyutha abarejiste ngaphandle kwamagama abo kumele bayalele i-CSDP, ibhrokha noma okhethiwe ukuthi bazovota kanjani. Imiyalelo yokuvota kumele ifinyelele kwi-CSDP, ibhrokha noma okhethiwe esikhathini sanelo ukuvumela i-CSDP, ibhrokha noma okhethiwe ukuba eluleke iNkampani noma omabhalane bokwedlulisela beNkampani, iNedbank Limited (ukusebenza ngeyunithi yebhizinisi lokuPhatha i-Share Scheme) kwemiyalelo yabo kungakadluli ele-10:00 ziyisi-6 kuNhlaba 2022, ukuze basizakale ngezokuphatha.

Abanesabelo abafakwe kwikhompyutha abarejiste ngaphandle kwegama labo abafisa ukwethamela, ukubamba iqhaza ngekhompyutha kanye/noma nokuvota kwi-AGM kudingeka kuthintwane kuqala kanye/noma ukunika umyalelo i-CSDP yabo, ibhrokha noma okhethiwe ukuba akhiphe izincwadi ezidingekayo zokumela ngemigomo yesivumelwano sokufukamela okungene kuso abanesabelo abafakwe kwikhompyutha kanye ne-CSDP yabo, ibhrokha noma okhethiwe ukwenza lokho nokulandela

inqubo engenhla. Ukuze kube lula ngokokuphatha, abanesabelo bachelwa ukuba bafake izincwadi zokumelwa komabhalane beNkampani kungakadluli ele-10:00 ngoLwesihlanu ziyisi-6 kuNhlabathi 2022.

Ngokomyalelo weBhodi
UBelinda Mapongwana
USihlalo: IBhodi labaQondisi

4 KuMbaso 2022

Ikheli lebhizinisi nebhovisi elirejistiwe

135 Rivonia Road
Sandown
Johannesburg
2193

Omabhalane bokwedlulisela nokuxhumana nonesabelo

Nedbank Limited, acting through its Share Scheme Administration
business unit
(Registration number: 1951/000009/06)
135 Rivonia Road
Sandown, Johannesburg, 2193
Ucingo: +27 83 900 6863
I-imeyli: ssa-zakhelefuthi@Nedbank.co.za

Amanothi achazayo ezixazululweni eziphakanyiswe eMhlanganweni oJwayelekile weNkampani

ngonyaka ophela zingama-31 KuZibandlela 2021

Nganoma yiluphi usizo noma ulwazi, uyacelwa ukuba ufonele i-Nedbank Limited, akusetshenzwa ngeyunithi yebhizinisi lokuPhatha i- Share Scheme ku-+27 83 900 6863.

Ukukhethwa kabusha kwabaqondisi abazothatha umhlalaphansi ngokushintshisana kwi-AGM – Isixazululo esejwayelekile esingunombolo 1.1 luya ku- 1.2

Izigatshana 24.7 no 24.8 zeMOI, okufaka, ukudinga umqondisi oyedwa kwabathathu (okufaka i-MTN Nominated Directors), abazothatha umhlalaphansi ekuphuthulweni kwaleyo naleyo AGM kanye nalabo baqondisi, abakwazi ukungenela ukukhethwa kabusha, ukuze bakhethwe kabusha abanesabelo. USindiswe Mabaso-Koyana no-Edward Pitsi njengoba bethathe umhlalaphansi ngokushintshana ngokwemigomo ye-MOI, bekulungele, bayazinikela ukuba bavotelwe kabusha njengabaqondisi beNkampani. Imininingwane yabo yempilo ibalulwe ekhasini 2.

Ukukhethwa kwekomidi lokucubungula amabhuku ezimali – Isixazululo esejwayelekile esingunombolo 2.1 kuya ku- 2.3

Isigaba 94 soMthetho weZinkampani, sidinga, phakathi kokunye, ukuthi kuleyo naleyo AGM yenkampani kahulumeni abanesabelo bazoqoka ikomidi lokucubungula amabhuku ezimali okungenani amalungu amathathu okungabaqondisi abangathathi izinqumo benkampani. Umtheshwana 42 iMitheshwana yeZinkampani, u-2011 udinga ukuthi, okungenani ilungu elilodwa kwamathathu ekomidini lokucubungula amabhuku ezimali zeNkampani nganoma yingasiphi isikhathi kumele babe neziqo zemfundo, noma isipiliyoni kwezomnotho, ezomthetho, ukubusa ngokubambisana, ezezimali, ezohlahlozimali, ezohwebo, ezezimboni, ezomphakathi noma ukulawula izindaba zabantu. IBhodi selibuyekeze umumosakhiwo wekomidi lokucubungula amabhuku ezimali nengcuphe lihambisana nezidingo zokulawula ezifanele nokuthi amalungu anolwazi oludingekayo, amakhono nesipiliyoni ukuze ikomidi likwazi ukwenza imisebenzi yalo ngowemigomo yezidingo. IBhodi liphakamisa ukukhethwa kwamalungu aphakanyiswe ezixazululweni ezejwayelekile esingunombolo 2.1 kuya ku- 2.3.

Ukuqashwa kabusha kwabacubunguli bamabhuku ezimali – Isixazululo esejwayelekile esingunombolo 3

Isigaba 90(1) soMthetho weZinkampani sidinga ukuba inkampani kahulumeni ukuba kuqokwe umcubunguli mabhuku minyaka yonke kwi-AGM yayo. Ikomidi lokucubungula amabhuku ezimali nengcuphe libheka ukungachemi kwabacubunguli bamabhuku ezimali bangaphandle ngeiskhathi unyaka uqhubeka kanye namakhono ahloliwe, ukubika nokusebenza okuphelele kwe-SizweNtsalubaGobodo Grant Thornton Inc. (njengabacubunguli bamabhuku ezimali bangaphandle) isizanelisile ukuthi abacubunguli bamabhuku ezimali bahambisana nezidingo zesigaba 90(2) no 90(3) soMthetho weZinkampani nesigaba 22 seZidingo zokuFaka oHlwini, bese iphakamisa ukuqashwa kwabo kabusha njengabacubunguli mabhuku ezimali bangaphandle.

Iholo elikhokhelwa abaqondisi – Isixazululo esikhethekile esingunombolo 1

Ngokwemigomo yezigaba 66(8) no (9) zoMthetho weZinkampani, iNkampani ingaholela abaqondisi bayo ngokuhambisana nesixazululo esikhethekile evunye abanesabelo eminyakeni emibili eyedlule. Ngokwemigomo yesigatshana 26.1 se-MOI, abaqondisi banelungelo lalelo holo njengabanesabelo seNkampani emhlanganweni omkhulu kungenzeka ngokuhamba kwesikhathi kuhlonza, kodwa kuncike kwizivimbi ezindlekweni zokuphathwa ezingena eNkampanini ngaphansi kwesigatshana 3 siSithasiselo A kwi-MOI, namaDokhumenti okusebenza (njengoba kuchazwe kwi-MOI). Ukongeza, ngokwemigomo yesigatshana 26.2 se-MOI, abaqondisi bayokhokhelwa zonke izindleko ezizwakalayo zokuvakasha (okufaka amahotela) ukuya nokubuya emihlanganweni kwabaqondisi abanesabelo, kanye namalungu amakomidi ebhodi bayoba nelungelo lazo zonke izindleko ezizwakalayo zokuvakasha (okufaka amahotela) ukuya nokubuya emihlanganweni kwamalungu amakomidi ebhodi.

Isixazululo esikhethekile esingunombolo 1 sixazululwa ukuze kuhanjiswa nezidingo zoMthetho weZinkampani kanye ne-MOI. Izilinganiso okukhulunywa ngazo kulesi sixazululo esikhethekile esingunombolo 1 zikhethwe ukuqinisekisa ukuthi iholo labaqondisi lilokhu lincintisana ukuze iNkampani ikwazi ukugcina nokuheha abantu abaphezulu, abanamakhono afunekayo, nesipiliyoni esidingekayo ukuze ufake isandla ngokuzwakalayo eNkampanini.

Isithasiselo sesaziso soMhlangano oMkhulu woNyaka

ngonyaka ophela zingama-31 KuZibandlela 2021

Amanothi abalulekile nge-AGM

Usuku nesikhathi

Umhlangano uyobanjwa ngekhompyutha ngoMsombuluko ziyisi-9 kuNhlaba 2022 ku

<https://mtnzakhelefuthi.virtual-meetings.online/login> kanti iyiqala ngele-10:00 (ngesikhathi saseNingizimu Afrika).

Abanesabelo bangethamela i-AGM ngokungena endaweni esekhomyutheni kanti kuyodingeka urejiste ngaphambi komhlangano, okuncike ezihlinzekweni ezingena kwabanesabelo abangafakiwe abangarejistile ngamagama abo. Imininingwane yokuthi ungethamela kanjani ngendlela yekhomyutha itholakala ekhasini 34 lalesi saziso.

Imisebenzi yokuHumusha

Uyacelwa ukuba uqaphele ukuthi umhlangano uzohunyushelwa esiZulwini naseSithwini. Le dokhumenti iyatholakala ngesiZulu nesiSuthu kwiwebhusaythi yeNkampani ku- <https://www.mtnzakhelefuthi.co.za/home/agm> ngaphansi kwesigaba esinesihloko esithi "Notice to Annual General Meetings" kusukela zingama-20 kuMbasa 2022.

Imibuzo

Abanye abanesabelo abanobunzima noma imibuzo mayelana ne-AGM noma okungasenhla bayamenywa ukuba bathintane ne-Nedbank Limited, okwenzeka kwiyunithi yebhizinisi lokuPhathwa kwe-Share Scheme, ku-+27 83 900 6863. Izingcingo ziyogadwa ukuze kulawulwe ikhwalithi.

Imiphumela ye-AGM iyophostwa kwi-Securities Exchange News Services ("**SENS**") ngokushesha emva kwe-AGM.

Isifingqo samalungelo angenayo asungulwe esigabeni 58 soMthetho weNkampani No 71 wowezi-2008, njengoba kuchitshiyelwe

Ngezinhloso zalesi sifingqo, itemu, "onesabelo" lizoba nencazelo efakwe lana esigabeni 57(1) soMthetho weZinkampani.

1. Nganoma yingasiphi isikhathi, onesabelo enkampanini unelungelo lokuqoka nanoma yimuphi umuntu ongeyena onesabelo waleyo nkampani, njengomele ukuze abambe iqhaza, akhulume aphinde avote emhlanganweni wabanesabelo esikhundleni sonesabelo.
2. Ukuqokwa komele kumele kubhalwe phansi, ifakwe usuku futhi kusayinwe onesabelo oqondene.
3. Ngaphandle kokufinyelela kwimemorandamu yokuhlanganyela yenkampani ehlinzeka ngaphandle -
 - 3.1 onesabelo wenkampani eqondene angaqoka abantu ababili noma ngaphezulu ukuba bonke babe abamele kanyekanye, kanti angaqoka omele ongaphezu kowedwa abazosebenzisa ilungelo labo lokuvota ezinyanyathiselwe nokuphepha okwehlukene kwalowo onesabelo;
 - 3.2 ikhophi yethuluzi lokukhetha omele okumele ithunyelwe enkampanini eqondene, noma kunoma yimuphi omunye umuntu esikhundleni senkampani eyiyo, ngaphambi kokwenziwa kokuphathelene namalungelo abanesabelo emhlanganweni yabanesabelo.
4. Kungakhathalekile ukuthi yiluphi uhlobo lwethuluzi elisetshenziswa ukuqoka omele –
 - 4.1 Ukuqokwa komele kuhleliswe nganoma yisiphi isikhathi kuze kufinyelele konesabelo owenza ngokuqondile ngokomuntu ngqo ekusetshenzisweni kwanoma yimaphi amalungelo onesabelo senkampani eqondene;
 - 4.2 Uma ithuluzi elisetshenziswe ukuqoka ozele lingachitha ukuqokwa komele ngokukhansela ngokubhala, noma ukuqoka okungenanhlalanjalo kungachithwa, onesabelo angachitha ukuqokwa komele ngokukhansela ngokubhala, noma ngokuqoka omele kungalandelwa inhlalanjalo esikhathini esizayo, nokuthumela ikhophi yethuluzi lokukhipha igunya lomele omunye nenkampani eqondene.
5. Ukukhishwa kokukhethwa komele kwenza ukukhansela okuphelele nokokugcina kwegunya lomele osebenza esikhundleni sonesabelo oqondene osukwini lokugcina –
 - 5.1 Okufakwe ethuluzini lokukhipha, uma kukhona; noma
 - 5.2 Uma ithuluzi likhishwa lithuyelwa komele nasenkampanini eqondene njengoba kudingeka esigabeni 58(4)(c)(ii) soMthetho weZinkampani.
6. Uma ithuluzi lokukhetha omele noma abamele lithunyelwe enkampanini eqondene, inqobo uma ukuqokwa kulokhu kukhona, nanoma yisiphi isaziso esidingwa wuMthetho weZinkampani noma imemorandamu yenkampani eqondene yokusebenzisana okumele ithunyelwe yileyo nkampani kulowo onesabelo kumele ithunyelwe yileyo nkampani –
 - 6.1 onesabelo, noma
 - 6.2 omele noma abamele abanye uma onesabelo ngokubhala aqondise enkampanini eqondene nokwenza lokho nosekhokhe imali efanele efunwa yinkampani ngokwenzanjalo.
7. Omele unelungelo lokwenza, noma angenzi nanoma yimaphi amalungelo okuvota abanesabelo abaqondene ngaphandle kwesiqondiso, ngaphandle kokufinyelela kwimemorandamu yokusebenzisana yenkampani eqondene noma ukhlinzeka kwethuluzi lokuqoka omele.
8. Uma inkampani ikhipha isimemo sabanesabelo ukuqoka umuntu oyedwa noma ngaphezulu ababalulwe yileyo nkampani njengabamele, noma ihlinzeke ithuluzi lokuqoka omele –
 - 8.1 Isimemo esinjalo kumele sithunyelwe kubo bonke abanesabelo abanelungelo lokuthola isaziso somhlangano lapho ukumela kufanele kwenziwe;
 - 8.2 Inkampani akumele ifune ukuba ukumela kungachithwa; nokuthi ukuqoka ukumela kuhlala kulungile kuze kube sekupheleni komhlangano lapho kumele kusetshenziswa khona, ngaphandle uma ichithwe njengoba kuvezwe esigabeni 58(5) soMthetho weZinkampani.

Ukubamba iqhaza emhlanganweni omkhulu wonyaka

Abanesabelo abanesitifiketi nabafakwe ekhompuyutheni abarejistwe ngegama labo bangalandela uhlelo oluchazwe ngezansi.

Abanesabelo abafakwe ekhompuyutheni arejistwa ngaphandle kwegama labo abafisa ukwethamela, ukubamba iqhaza ngekompuyutha kanye/noma kwi-AGM kudingeka baqale bathintane futhi/noma bayalele i-CSDP yabo, ibhrokha noma okhethiwe ukuze abanike izincwadi ezidingekayo zabamele abanye ngokuhambisana nesivumelwano sokufukamela okungenwe kuso phakathi kwabanesabelo abafakwe ekhompuyutheni kanye ne-CSDP yabo, ibhrokha noma okhethelwe ukwenza lokho ngaphambi kokuhlola indawo ekwikhompuyutha nenqubo elandelayo engezansi. Ukuze kwenziwe ngokokulawula, abanesabelo bayacelwa ukuba bafake izincwadi zokumelwa konobhala beNkampani kungakashayi ele-10:00 ngoLwesihlanu ziyisi-6 kuNhlaba 2022.

Amasheya asefakwe kwikhompuyutha ngaphandle kokurejista ngegama lawo abangafisi ukwethamela i-AGM kumele bazise i-CSDP yabo, ibhrokha noma okhethiwe ukuthi bafisa ukuvota kanjani. Imiyalelo yokuvota kumele ifinyelele kwi-CSDP, ibhrokha noma okhethiwe esikhathini sanele ukuba ivumele i-CSDP, ibhrokha noma okhethiwe ukweluleka iNkampani noma omabhalane bokwedlulisela beNkampani, i-Nedbank Limited (ukusebenza ngeyunithi yebhizinisi i-Share Scheme Administration) ngemiyalelo yabo kungakashayi ele-10:00 ngoLwesihlanu ziyisi-6 kuNhlaba 2022. ngezizathu zokulawula. Abanesabelo abanamasheya afakwe kwikhompuyutha ngaphandle kokurejista ngegama lawo abangafisi ukwethamela i-AGM akumele bagcwalise ifomu lokumelela.

Sikhuthaza abanesabelo ukuba basebenzise uhlelo lwe-iProxy ukuba bavote ngalo ngaphambi kwe-AGM, noma ukubamba iqhaza kanye/nokuvota kwi AGM kwikhompuyutha besebenzisa i-smartphone, ithebhulethi noma ikhompuyutha.

Abanesabelo abangakwazi ukwethamela i-AGM ingakwazi, ngendawo ekukhomyutha, ngaphambi kokuqala kwe-AGM, nokuvotela izixazululo ezibalulwe ekhasini 27 ngoku:

- Ukugcwalisa nokubuyisa ifomu lokumelela elinanyathiselwe kulesi saziso ekhasini 35; noma
- Ukuqoka omele ukuze ethamele esikhundleni sabo; noma
- Ukufaka amavoti ngekompuyutha nge-iProxy noma inkundla ye-USSD.

Abanesabelo okukhulunywa ngabo ngezansi ngeminingwane yokuthi kurejistwa kanjani kwi-AGM bese kulethwa ifomu lokumelela.

Thumela ifomu lokumelela ngokusebenzisa indawo ekukhomyutha okulula ukuyisebenzisa ukuqoka ozomela abanye ukuze bavote esikhundleni sabo kwi-AGM.



AGM

Kilikha ku- <https://mtnzakhelefuthi.virtual-meetings.online/login>

Igaydi ekukhomyutha iyatholakala ukuba idawunilodwe futhi kufinyelelwe kuyo ku- <https://www.mtnzakhelefuthi.co.za/home/agm> from ngoLwesibili ziyi-12 kuMbasa 2022

Indawo ekukhomyutha izoba khona kusukela ngele- **09:00 ngoLwesibili ziyi-12 kuMbasa 2022**; noma



Gcwalisa ifomu lokumelela usebenzisa idivaysi yabi engumahambanaye ngokudayela u- ***120*0130#** ukuqoka omele ukwethamela i-AGM.

Igaydi ye-USSD itholakala ukuba idawunilodwe kanti kungafinyelelwa kuyo ku- <https://www.mtnzakhelefuthi.co.za/home/agm> from 12kuMbasa 2022

Isisetshenziswa se-USSD sizotholakala kusukela ngelesi- **09:00 ngoLwesibili 17kuMbasa2022**; noma



Gcwalisa amaFomu oMele aqukethwe kwiSaziso se-AGM. La mafomu atholakala ekhasini 35 leSaziso sedokhumenti ye-AGM

Abanesabelo bangethamela i-AGM ngokufinyelela edaweni ekukhomyutha kanti kuyodingeka ungene ku <https://mtnzakhelefuthi.virtual-meetings.online/login> usebenzisa inombolo kaMazisi waseNingizimu Afrika kanye neNombolo eSetshenziswa kanye asebenikezwe yona.

Kumele iphothulwe abanesabelo nabanesabelo abanezitifiketi abarejista nge "gama-labo"



MTN Zakhele Futhi (RF) Limited

Incorporated in the Republic of South Africa (Inombolo yokurejista 2016/268837/06) JSE share code: MTNZF
ISIN: ZAE000279402
LEI: 378900429C4F73B1BE74
("MTN Zakhele Futhi" noma "iNkampani")

IFOMU LOKUMELELA

Ukuze lisetshenziswe emhlanganweni omkhulu wonyaka ("i-AGM") okumele ubanjwe kwikhompyutha ku-<https://mtnzakhelefuthi.virtual-meetings.online/login> ngele-10:00 (ngokwesikhathi sasNingizimu Afrika) ziyisi-9 kuNhlaba 2021. Ukuze uthole usizo ekugcwaliseni ifomu lokumela omunye, uyacelwa ukuba uthintane ne-Nedbank Limited, esebenza ngeyuniti yebhizinisi ebizwa nge-Share Scheme Administration ku- +27 83 900 6863. Onesabelo (okufaka nabanesabelo abanezitifiketi abarejiste ngegama-labo) onelungelo lokwethamela nokuvota kwi-AGM angaqoka abamele abangaphezu koyedwa ukuba bethamele, bavote futhi bakhulume esikhundleni sakhe kwi-AGM. Omele omunye akudingi ukuba kube onesabelo eNkampanini kodwa angaba wumuntu nje.

Mina/Thina

Inombolo kaMazisi/inombolo yokurejista _____ ka _____
engonesabelo/abanesabelo weNkampani ebalulwe ngenhla lapha bakhetha _____
uma kwehluleka kuyena _____
uma kwehluleka kuyena _____

usihlalo weNkampani noma uma engangeni emhlanganweni njengomeli wami/wethu ukuze avotele mina/thina kwi-AGM yeNkampani ezobanjwa kwikhompyutha ku- <https://mtnzakhelefuthi.virtual-meetings.online/login> ziyisi-9 kuNhlaba 2021 ngele-10:00 ngezinhlalo zokubheka, uma ebona kufanele, kwedlule, ngokuguqulwa nangokungaguqulwa, izixazululo ezizophakanyiswa kanye nanoma yikuphi ukuhlehlisa okungaba khona kanye nokuvota kanye/noma ukumelana nezixazululo kanye/noma bayayeka ukuvota mayelana namashya imali okwabelwana ngayo ekhishiwe yeNkampani erejistiwe egameni lami/lethu ngendlela elandelayo:

	Hambelana**	Melene**	Ngathathi hlangothi**
Izixazululo ezijwayelekile			
Isixazululo esejwayelekile esingunombolo 1.1: Ukukhetha kabusha uSindi Mabaso - Koyana njengomqondisi			
Isixazululo esejwayelekile esingunombolo 1.2: Ukukhetha kabusha u-Edward Pitsi njengomqondisi			
Isixazululo esejwayelekile esingunombolo 2.1: Ukukhetha kuka- Grant Gelink njengeLungu lekomidi lokuhlola amabhuku ezimali nengcuphe			
Isixazululo esejwayelekile esingunombolo 2.2: Ukukhetha kuka- Edward Pitsi njengeLungu lekomidi lokuhlola amabhuku ezimali nengcuphe			
Isixazululo esejwayelekile esingunombolo 2.3: Ukukhetha kuka- Belinda Mapongwana njengeLungu lekomidi lokuhlola amabhuku ezimali nengcuphe			
Isixazululo esejwayelekile esingunombolo 3: Ukukhetha kabusha abahlolimabhuku ezimali abazimele			
Izixazululo ezikhethekile			
Isixazululo esikhethekile esingunombolo 1: Umholo okumele ukhokhelwe abaqondisi abangathathi zinqumo			

**Maka ngo-X lokho okungenayo. Ngaphandle uma ukhunjisiwe, omelele uyovota noma ayeke ukuvota njengoba ebona kufanele mayelana nakho konke anakho onesabelo. Omelele angaphinde avote noma ayeke ukuvota mayelana nanoma yiliphi ibhizinisi eliphakanyiswe emhlanganweni njengoba ebona kufanele.

Nanoma yimuphi onesabelo onelungelo lokwethamela nokuvota emhlanganweni abanelungelo lokukhetha noma amalungelo okwethamela, ukukhuluma nokuvota ngokwakhe. Omelele ukhethwe kanjalo akadingi ukuba onesabelo kodwa kumele abe wumuntu.

Uyacelwa ukuba ufunde amanothi ekhasini elingemuva lalokhu.

Kusayinwe e _____	ngo _____	2022
I(ama)gama aphelele _____		
I(ama)signesha _____		
Ikheli _____		
Esizwe ngu (umgadi) _____	Usuku _____	

Uma ukuyina ngomumo wokumelela, bheka amanothi komelele ekhasini elingasemuva.

Uyacelwa ukuba uqaphele ukuthi omelele ekwethameleni umhlangano esikhundleni sonesabelo orejistiwe ngeke abe nelungelo lokuvota esikhundleni sonesabelo ngaphandle uma behambisana nefomu eligcwaliswe ngendlela.

Amanothi efomu lokumelela

1. Abanesabelo abarejiste kwirejista kuphela, noma irejista encane yeNkampani ngaphansi kuka 'igama-lakho' ngosuku oluyilo lwerekhodi lomhlangano bangagcwalisa ifomu lokumelela noma kokunye bethamele umhlangano. Abanikazi abanenzuzo abangarejistile nabafisa ukwethamela umhlangano bona siqu bangakwenza bona ngokucela umnikazi orejistile, okuyi-Central Security Depository Participant (CSDP), ibhrokha noma okhethiwe, ukubanika incwadi yokubamela ngokwemigomo yezivumelwano okungenwe kuzo nabarejistile. Izincwadi zabamele kumele zifakwe konobhala benkampani lingakashayi ele 11:30 ziyisi-6 Mandulo 2021.
2. Abanikazi abanenzuzo abangarejistile futhi abangafisi ukwethamela umhlangano yena siqu kumele ahlinzeke umnikazi orejistile, okuyi-CSDP, ibhrokha noma okhethiwe, ngemiyalelo yokuvota. Imiyalelo yokuvota kumele nifinyelele kumnikazi orejistile esikhathini esanele esivumela ukuba umnikazi orejistive ukuze eluleke inkampani noma unobhala wenkampani ngemiyalelo yayo kungakedluli ele-11:30 ziyisi-6 Mandulo 2021 ukuze kwenziwe okokubhala.
3. Onesabelo angashutheka igama lomumele noma amagama abamelele ababili okushintshiswana ngabo azikhethele bona esikheleni esihlinzeke, ngokucisha noma ngokungacishi "usihlalo womhlangano", kodwa lokho kucisha nokushutheka kumele sifakwe ama-inishiyeli alowo onesabelo. Noma yikuphi ukushutheka noma ukucisha okungahambisani nokubalulwe ngaphambili kuyothathwa njengokungabanga okuqaliswe ukusebenza ngendlela. Umuntu ogama lakhe livela kuqala eformwini lokumela umuntu nokhona emhlanganweni omkhulu uyoba nelungelo lokumela omunye umuntu bese kubekwa eceleni lawo magama alandelayo. Uma kwenzeka ukuthi awekho amagama aveziwe, ukumela kuyokwenziwa wusihlalo we-AGM.
4. Imiyalelo yabanesabelo kumele ikhonjiswe ngokufaka u- "X" noma inombolo eyiyo yokuvota okungenziwa yilowo onesabelo. Ukwehluleka ukuhambisana nokungenhla kuyohlonzwa ukugunyaza ukumelwa ekuvoteni noma ukunquma ukungavoti emhlanganweni omkhulu wonyaka uma ekubona kufanele mayelana namavoti onke onesabelo. Onesabelo noma ilungelo lokumelwa angaphoqiwe ukulisebenzisa noma ngokumela abanye, kodwa isamba samavoti namayelana nokungavoti kuyaqoshwa, kanti ngeke kwedlule isamba esikhulu esibekiwe samavoti anganikwa onesabelo noma yilowo omumele. Omele omunye angaphinde avote noma angavoti maqondana nanoma yiliphi ibhizinisi eliphakanyisiwe emhlanganweni njengoba ebona kufanele.
5. Omele omunye kufanele (ngaphandle uma lo musho ukhishiwe kwase kusayinwa) banegunya lokuvota, njengoba ebona kufanele, kunoma yisiphi isixazululo esingaphakanyiswa ngokwempela emhlanganweni, okufaka nesichibiyelo esiphakanyisiwe ezixazululweni ezingenhla. Uma umusho olandelayo kukhishiwe, omele abanye uyothathwa ngokuthi uyalelwe ukuvota ngokungahambisani nanoma yisiphi isixazululo esongeziwe esiphakanyisiwe kanye/noma isichibiyelo esiphakanyisiwe esixazululweni esiphakanyisiwe esazisweni lapho ifomu linanyathiselwe khona.
6. Ukuze kusebenze kahle, amafomu agcwalisiwe okumela umuntu kanye negunya, uma kukhona, esayinwe ezansi okumele ifakwe komabhalane bokwedlulisela beNkampani yaseNingizimu Afrika ekhelini, enombolweni yefeksi noma ekhelini le-imeyli elibhalwe ngezansi ngaphambi kwesikhathi esibekiwe sokubamba umhlangano kanti abanesabelo bacelelwa ukuba bafake onke amadokhumenti kungakadlule ele-11:30 ziyisi-6 Mandulo 2021.
7. Ukuphuthula nokufaka leli fomu lokumelela elingeke libeke eceleni onesabelo oqondene ekwethameleni i-AGM ngokukhuluma nokuvota ngomuntu ngqo esikhundleni sanoma yimuphi owakhethwa ngokwale migomo.
8. Usihlalo we-AGM angachitha noma emukele nanoma yiliphi ifomu lokumelela eliphothulwa kanye/noma okutholwa ngale kokuhambisana nala manothi.
9. Nanoma yikuphi ukushintsha kuleli fomu lokumela, ngale kokucishwa kokushintshiswana nabo, kumele kufakwe ama-inishiyeli yilowo osayinayo.
10. Ulwazi olubhalwe phansi oluvela igunya lomuntu osayina leli gunya lokumela noma omunye umumo wezomthetho kumele kunanyathiselwe kuleli fomu lokumela, ngaphandle kokwakurekhodwe ngaphambilini yiNkampani noma okubekwe eceleni wusihlalo we-AGM.
11. Lapho kunabanikazi ababambisene kumasheya:
 - 11.1 Nanoma yimuphi umnikazi oyedwa angasayina ifomu lokumelela; kanye
 - 11.2 nevoti lonesabelo ophezulu (lapho inhloso yobuphezulu ngesikhundla kuyohlonzwa wumyalelo lapho amagama abanesabelo abavela kwirejista yeNkampani) abafaka ivoti (uma umuntu efike siqu noma ngokumelwa) liyokwemukelwa bese kubekwa eceleni amavoti abanesabelo ababambisene.
12. Osemncane ngeminyaka kumele elekelelwe wumzali wakho noma umgadi wakho ngokusemthethweni, ngaphandle kwamadokhumenti aqondile aveza umumo wezomthetho kukhiqizwa noma abarejistive omabhalane bokwedlulisela ilungelo.
13. Omelele ngeke edlulisele ilungelo legunya lakhe lokusebenza esikhundleni sonesabelo, komunye umuntu.

Ihhovisi lomabhalane bokwedlulisela

Nedbank Limited, acting through its Share Scheme Administration business unit
Registration number 1951/000009/06)
135 Rivonia Road
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I-imeyli: ssa-zakhelefuthi@Nedbank.co.za

EZOKUPHATHA

Ulwazi ngenkampani
(Incorporated in the Republic of South Africa) (Registration number:
2016/268837/06)
JSE share code: MTNZF ISIN:
ZAE000279402
LEI: 378900429C4F73B1BE74

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Ibhodi labaqondisi
BL Mapongwana (uSihlalo ozimele ongathathi zinqumo) SN Mabaso-Koyana
(umqondisi ongathathi zinqumo)
GG Gelink (umqondisi ozimele ongathathi zinqumo) ET Pitsi
(umqondisi ozimele ongathathi zinqumo) MM Nhlanhla (umqondisi
ongathathi zinqumo)

Ihhovisi lomabhalane abeduliselayo
Nedbank Limited, acting through its Share Scheme Administration business unit (Registration number
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I-imeyli: ssa-zakhelefuthi@Nedbank.co.za

Umxhasi wenkampani
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Bryanston, 2021

Umabhalane wenkampani
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