



MTN Zakhele Futhi (RF) Limited

"IZitatimende Zezimali Zonyaka
Zonyaka ophele zingama-31 kuZibandlela 2023"





I-MTN Zakhele Futhi (RF) Limited

Kufakwe eRiphabhulikhi

yaseNingizimu Afrika

(Inamba okubhaliswe ngayo:

2016/268837/06) ikhodi

yesabelo sase-JSE: MTNZF

I-ISIN: ZAE000279402

I-LEI: 378900429C4F73B1BE74

(Inkampani ye-MTN Zakhele Futhiorthe)

ISAZISO NGOMHLANGANO OMKHULU WONYAKA

Le dokhumenti ibalulekile kanti idinga usheshe uyinake

Uma unokungabaza ngesinyathelo okumele usithathe, ungathinta ngokushesha umxhumanisikuhwebelena, umbambiqhaza kundawokubeka ingcebo esenkabeni ("i-CSDP"), umeluleki ngezomthetho, umsebenzi wasebhanghi, umeluleki ngezizimali, umhlolimbhuku ezimali, noma omunye umeluleki onguchwepheshe.

Okufakwe kule dokhumenti yilokhu:

- Isaziso ngomhlango omkhulu wonyaka (i-AGM) izothatha izinqumo ezizophakanyiswa emhlanganweni, kanye namanothi achazayo.
- Amanothi anika indlela yokuthi ungabamba kanjani iqhaza kwi-AGM ngekhompyutha angatholakala emakhasini lama-63. Kuphinde kube namanothi anika indlela uma ufisa ukwethamela uphinde uvote emhlanganweni (okunhloso yakho kuwuxhumana ngomhlango wekhompyutha nolwazi olufakiwe) noma ukuvota ngokumelwa okungatholakala ekhasini lama-64 lalesi saziso.
- Ifomu lokumelwa elizosetshenziswa abanesabelo kumasheya e-MTN Zakhele Futhi ngefomu eliyisitifiketi noma ngohlobo lwe-elektronikhi 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-ejenti eyadayiselwa noma yedluliselwa lawo masheya.

Le dokhumenti iyatholakala ngesiNgisi, isiZulu nesiSuthu kwiwebhusayithi yeNkampani ku-<https://www.mtnzakhelefuthi.co.za> /ubudlelwane kwabatshalizimali ngaphansi kwesigaba esithi "Isaziso Kwimihlangano Emikhulu Yonyaka" kanye nombiko wonyaka kuyatholakala ku-<https://www.mtnzakhelefuthi.co.za/agm>

Abanizabelo bayelulekwa ukuthi njengoba i-AGM izothanyelwa ngekhompyutha, angeke bakwazi ukuyithamele siqu kanti futhi kuzofinyeleleka kuyi-AGM kuphela ngoxhumano lwekhompyutha njengoba kuvunyelwe Yizidingo Zokufaka Ohlwini (i-Listings Requirements) ze-JSE Limited ("JSE") kanye nezihlinzeko zoMthetho weZinkampani, wama-71 wowezi-2008, njengoba uchitshiyelwe ("UMthetho weZinkampani") Kanye nememorandamu yokusebenzisana yeNkampani, njengoba kuchitshiyelwe ("i-MOI").

Isaziso sabanizabelo

Kukhishwa isaziso kwabanesabelo kwi-MTN Zakhele Futhi ukuthi i-AGM yesi-8 yeNkampani iyobanjwa ngokugcwele ngokuxhumana nge-elektronikhi njengoba kubalulwe esigabeni sama-63(2)(a) soMthetho weZinkampani oku-<https://mtnzakhelefuthi.vagm.africa> ngoLwesithathu, ziyi-7 kuMbaso 2024 ligamenxe elesi-9:30 (okuyisikhathi saseNingizimu Afrika), uku: (i) bheka kanye, uma kubonakala kulungile ukuthi kuphasiswe ngokuguqula nangaphandle kokuguqulwa, izixazululo ezijwayelekile nezikhethekile ezibhalwe kulesaziso se-AGM, ngendlela edingwa wuMthetho weZinkampani, njengoba ufundwa neZidingo zokuFakwa oHlwini ("Listings Requirements") kanye ne-MOI: bese (ii) zibhekana namanye amabhizinisi anjalo okungabhekwana nawo kwi-AGM.

Ibhodi laBaqondisi leNkampani ("iBhodi"), ngokuhambisana nesigaba sama-62(3)(a), uma sifundwe nesigaba sama-59 soMthetho

weZinkampani, libeke lezi zinsuku zamarekhodi ezilandelayo zokunquma ukufaneleka kwabaninizabelo:

	Izinsuku zaseNingizimu Afrika
Usuku lwerekhodi lokunquma ngabanikazi okufanele bathole isaziso nge-AGM	ULwesihlanu, Mhla lu-1 kuNdasa 2024
Usuku lokuthunyelwa kwesaziso se-AGM	ULwesihlanu, mhla ziyi-8 kuNdasa 2024
Usuku lokugcina lokuhweba ukuze ukwazi ukubamba iqhaza nokuvota kwi-AGM	ULwesibili, mhla zi-2 kuMbasa 2024
Usuku lwerekhodi ukuze ukwazi ukubamba iqhaza nokuthi uvote kwi-AGM	ULwesihlanu, mhla zi-5 kuMbasa 2024
Amafomu egunyakumelwa kufanele afakwe ngezinhloso zokuphatha lingakashayi ihora lesi-09:00 (ngesikhathi saseNingizimu Afrika)	ngoMsombuluko, ziyi-8 kuMbasa 2024
I-AGM izobanjwa ngehora lesi-09:00 (ngesikhathi saseNingizimu Afrika)	ngoLwesithathu, ziyi-10 kuMbasa 2024
Imiphumela ye-AGM izokhishwa ngalolosuku noma	ngoLwesine, ziyi-11 kuMbasa 2024

Azikho izitifiketi zamashya okumele zenziwe ngedijithali noma ngephepha phakathi koLwesithathu, zi-3 kuMbasa 2024 noLwesihlanu zi-5 kuMbasa 2024, zombili lezizinsuku.

Ngenxa yokuthi: (i) kufinyelele abanesabelo kwi-elektroniki AGM; kanye (ii) nakwi-MOI ye-MTN Zakhele Futhi kuyayivumela iNkampani ukuthi ibambe imihlangano yayo emikhulu nama-AGM (njengoba kubekiwe) ngokuphelele ngendlela yokuxhumana ye-elektroniki njengoba kuvezwe esigabeni sama-63(2)(a) soMthetho Wezinkampani, ngaphansi kwalesi simo iBhodi lizonquma ukuthi kunobuhlakali futhi kuvumelekile ukuthi i-AGM ezayo ibanjwe ngokuphelele ngendlela ye-elektroniki hhayi ngendlela yokuthi kuziwe emhlanganweni. Ngokunjalo, i-AGM izotholakala kuphela ngokuxhumana nge-elektroniki, njengoba kuvunyelwe yi-JSE nangokuhambisana nezihlinzeko zoMthetho Wezinkampani kanye ne-MOI. Abanesabelo bazothola ithuba lokufaka amavoti abo nge- elektroniki enkundleni Yokumela ngaphambi komhlangano, noma bathumele amafomu abo okumela noma ukubamba iqhaza kanye/ noma ukuvota ngekompuyutha, kusetshenziswa iselula yesimanje, ithebhulethi noma ikompuyutha, okuncike ezihlinzekweni ezingena kwabanesabelo abafakwe kwikhompuyutha abarejiste ngaphandle kwegama abarejiste ngalo. Uyacelwa ukuba ubheke amakhasi ama-62 kuya ama-67 alesi saziso se-AGM ukuze uthole imininingwane yokuthi ulibamba kanjani iqhaza emhlanganweni. Inkundla Yokumela izotholakala ngehora lesi-09:00 (ngesikhathi saseNingizimu Afrika) ngoLwesihlanu, ziyi-15 kuNdasa 2024.

Abanesabelo kuyomele bakhokhele izindleko zabo zenethiwekhi mayelana nokubamba iqhaza nge-elektroniki kanye/ noma ukuvota kuyi-AGM. Nanoma yiziphi izindleko ezifananalezo angeke kube eze-akhawunti ye-JSE, iNkampani noma yinoma yimuphi umhlinzeki wemisebenzi ogciniwe ngenhloso yokusingatha kanye/ noma ukuhlela i-AGM ye-elektroniki. Akekho owe-JSE, iNkampani noma yinanoma yimuphi umhlinzeki wemisebenzi oyobekwa icala uma kwenzeka kuba nokulahleka kwenethiwekhi noma ukungaxhumeki kwineethiwekhi ngenxa yokungabibikho kwe- airtime eyanele, ukungena kwi-inthanethi, i-internet bandwidth kanye/ noma ukucisha kukagesi okuvimbela nanoma yibaphi abanesabelo ekubambeni iqhaza ekuvoteni kuyi-AGM.

Ukuhlonza ababambiqhaza emhlanganweni

Abanesabelo baphinde belulekwe ukuthi ngokwemigomo yesigaba sama-63(1) soMthetho weZinkampani, nanoma yimuphi umuntu (okufaka nabamele abanye) abethamele noma ababamba iqhaza kwi-AGM kumele baveze okokubazisa ngokwenelisayo ngaphambi kokuba banikwe ilungelo lokwethamela noma lokubamba iqhaza kanye nokuvota ku-AGM. INkampani isigcine imisebenzi ye-Ince Proprietary Limited ukuze ihlinzeka ngenkundla yokuvota kanye nokusakaza ngewebhu, nokuthi iqinisekise (ngokubonisana neNkampani, ikakhulukazi ngokubonisana nonobhala abadlulisa izimali zeNkampani, i-Nedbank Limited (esebenza ngeyunithi yebhizinisi lokuPhatha isiKimu Sesheya layo) ne-CSDP yakho) lowo onesabelo ungunya lokubamba iqhaza kanye/ noma lokuvota ku-AGM ngaphambi kokuthi simhlinzeka ngendlela yokungena kuyi-AGM nakuzinto ezihambisana nenkundla yokuvota.

Abanesabelo bayalulekwa futhi bayagqugquzelwa ukubamba iqhaza ku-AGM nge-elektroniki kanye nokuthi kube lula ukulawula, ukuze kusetshenziswe inkundla yokumela ngekompuyutha njengoba kuvezwe kulesi saziso ngaphambi komhlangano, okuncike ezihlinzekweni ezingena kwabanesabelo abafakwe kwikhompuyutha abarejiste ngaphandle kwegama abarejiste ngalo.

I-AJENDA

1. Ukwethulwa kwezitatimende zezimali zonyaka

Izitatimende zezimali zonyaka ezihloliwe zeNkampani (njengoba zigunyazwe yiBhodi), okufaka nombiko wabaqondisi, ucwaningo, umbiko wekomidi lokuhambisana nekomidi elibhekene nobungcuphe kanye nombiko wabacubungulimabhuku ezimali bangaphandle wonyaka ophela zingama-31 kuZibandlela 2023, usatshalalisiwe kwabanesabelo njengoba kudingeka waphinde wathulelwa abanesabelo kule-AGM njengoba kudingeka ngokwemigomo yesigaba sama-61(8)(a) soMthetho weZinkampani.

Izitatimende zezimali zonyaka eziphelele zibalulwe emakhasini le-19 kuya ema-53 wombiko wonyaka otholakala kwiwebhusaythi yeNkampani ku-www.mtnzakhelefuthi.co.za/investor-relations ngaphansi kwesigaba esinesihloko esithi Isitatimende Sezimali Sonyaka Nesesikhashana.

Uma ufunda izixazululo ezingezansi, uyacelwa ukuba ubheke amanothi achazayo ezixazululo ze-AGM ekhasini lama-59.

2. IZIXAZULULO EZIWAYELEKILE

2.1 Inamba yesixazululo esijwayelekile 1.1 kuya 1.2

Ukukhethwa kabusha kwabaqondisi abathatha umhlalaphansi ngokushintshana

USindi Mabaso-Koyana kanye no-Edward Pitsi bathatha umhlalaphansi ngokushintshana ngokwesigatshana sama-24.7 se-MOI, esidinga okungenani ingxenye eyodwa kokuthathu yebhodi labaqondisi bathathe umhlalaphansi ku-AGM ngayinye. USindi Mabaso-Koyana kanye no-Edward Pitsi, ngoba bebesenamandla okuqhubeka baphinde baveza ukuthi bangaphinde bakhethwe futhi.

Inamba yesixazululo esijwayelekile 1.1:

Ukukhethwa kabusha kukaSindi Mabaso-Koyana njengomqondisi

USindi Mabaso-Koyana ungumqondisi ozimele ongekho kusigungu esiphezulu. Impilomlando ephelele yomqondisi ibhalwe ekhasini lesi-2 lombiko wonyaka.

“Kwanqunywa ngokuthi, uSindi Mabaso-Koyana, othatha umhlalaphansi ngokushintshana futhi osenamandla nosakulungele ukubuye akhethwe uphinde wakhethwa futhi njengomqondisi weNkampani.”

Inamba yesixazululo esijwayelekile 1.2

Ukukhethwa kabusha kuka-Edward Pitsi njengomqondisi

U-Edward Pitsi ungumqondisi ozimele ongekho kusigungu esiphezulu. Impilomlando ephelele yomqondisi ibhalwe ekhasini lesi-3 lombiko wonyaka.

“Kwanqunywa ngokuthi, u-Edward Pitsi othatha umhlalaphansi ngokushintshana futhi osenamandla nosakulungele ukubuye akhethwe uphinde wakhethwa futhi njengomqondisi weNkampani.”

Iphesenti lamalungelo okuvota elidingekela isixazululo esijwayelekile esingunamba 1.1 kuya 1.2 okumele lamukelwe lingaphezulu kwama-50%

(ngamaphesenti angamashumi amahlanu) amalungelo okuvota asetshenzisiwe kusixazululo ngasinye.

2.2 Izinamba zesixazululo esijwayelekile 2.1 kuya 2.3

Ukukhethwa kwamaLungu eKomidi Locwaningomabhuku Nobungozi

Inamba yesixazululo esijwayelekile 2.1:

“Kwanqunywa ukuthi, u-Grant Gelink aqokwe njengelungu lekomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku kusukela ekupheleni kwalo mhlango ngokwesigaba sama-94(2) soMthetho Wezinkampani, kuze kube sekupheleni kwe-AGM elandelayo.”

Inamba yesixazululo esijwayelekile 2.2:

“Kwanqunywa ukuthi, ngokuncike ekuphaseni kwesixazululo esingunamba 1.2, u-Edward Pitsi aqokwe njengelungu lekomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku kusukela ekupheleni kwalo mhlango ngokwesigaba sama-94(2) soMthetho Wezinkampani, kuze kube sekupheleni kwe-AGM elandelayo.”

Inamba yesixazululo esijwayelekile 2.3:

“Kwanqunywa ukuthi, u-Belinda Mapongwana aqokwe njengelungu lekomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku kusukela ekupheleni kwalo mhlango ngokwesigaba sama-94(2) soMthetho Wezinkampani, kuze kube sekupheleni kwe-AGM elandelayo.”

Iphesenti lamalungelo okuvota elidingekela isixazululo esijwayelekile esingunamba 2.1 kuya ku 2.3 okumele lamukelwe lingaphezulu

ngama-50% (ngamaphesenti angamashumi amahlanu) amalungelo okuvota asetshenzisiwe kusixazululo ngasinye.

2.3 Inamba yesixazululo esijwayelekile yesi-3

Ukuqokwa kabusha kwabacwaningimabhuku bangaphandle

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

Iphesenti lamalungelo okuvota elidingeka kusixazululo esejwayelekile esiyinamba yesi-3 okumele lamukelwe lingaphezulu kwama-50%

(ngamaphesenti angamashumi amahlanu) amalungelo okuvota asetshenzisiwe kulesi sixazululo.

3. IZIXAZULULO EZIKHETHEKILE

3.1 Isixazululo esikhethekile esingunombolo yoku-1

Iholo eliphakanyisiwe elizokhokhelwa abaqondisi abangeyona ingxenye yesigungu esiphezulu

“Sanquma ukuthi (i) ngokwemigomo yoMthetho weZinkampani kanye nesigatshana sama-26 se-MOI nokuncike emigomweni yakhona, imiholo yabaqondisi ime njengoba ibhalwe ngenzansi, kusukela ngosuku lokuphase kwalesi sixazululo:

ibhodi le-MTN Zakhele Futhi (RF) Limited

	Imali yokubagcina ngonyaka (ZAR)		Imali yokwethamela (ZAR) (ngomhlangano)
	Imali ephakanyisiwe ngekota	Isamba ngonyaka	Imali yokwethamela ephakanyisiwe (ngomhlangano) (ZAR)
Usihlalo	37 263	149 052	58 691
Ilungu	16 292	65 169	32 584

Kulindeleke ukuthi ibhodi lihlangane njalo ngekota.

Ikomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku le-MTN Zakhele Futhi (RF)

	Imali yokubagcina ngonyaka (ZAR)		Imali yokwethamela (ZAR) (ngomhlangano)
	Imali ephakanyisiwe ngekota	Isamba ngonyaka	Imali yokwethamela ephakanyisiwe (ngo (ZAR) mhlngano)
Usihlalo	N/A	N/A	24 807
Ilungu	N/A	N/A	17 744

Kulindeleke ukuthi ikomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku lihlangana okungenani kabili ngonyaka ngokuhambisana nemiphumela yocwaningomabhuku yesikhashana neyokuphela konyaka kanti bazokhokhelwa imali yokuthamela umhlangano kuphela.

Imisebenzi Ekhethekile/Amaphrojekthi ngosuku/umsebenzi we-Ad hoc - ye-MTN Zakhele Futhi (RF) Limited

Inani ngosuku/ngehora (ZAR) ngaphandle uma kushiwo	Eliphakanyisiwe
Imisebenzi ekhethekile noma amaphrojekthi ngosuku	14 202
Umsebenzi we-Ad hoc kanye nemisebenzi ekhethekile namaphrojekthi kanye nemihlangano yezokuxhumana ngocingo (inani ngehora)	1 775

- (i) Ngokuhambisana nesigatshana sama-26.2 se-MOI, abaqondisi bangakhokhelwa zonke izindleko ezifanele zokuhamba (sibala namahhotela) ukuya nokubuya emihlanganweni yabaqondisi nabanimasheya, bese kuthi amalungu ekomidi leBhodi azoba nelungelo lazo zonke izindleko zokuya nokubuya emihlanganweni yamalungu ekomidi lebhodi (sibala namahhotela).”

Isiphakamiso esibhalwe kusixazululo esikhethekile esikunamba yoku-1, sihambisana nehlo elikhokhelwa abaqondisi abangeyona ingxenye yesigungu esiphezulu kanye nabanye abasezikhundleni ezingeyona ingxenye yesigungu esiphezulu bezinye izinkampani zaseNingizimu Afrika futhi lokhu kudale ukukhuphuka ngama-6.0% emanani angonyaka odlule. IBhodi lisiphasisile lesi siphakamiso.

Umholo obuyekeziwe waphakanyiswa uthathwa njengofanele futhi nonengqondo nothokozelwa yiNkampani kakhulu.

Iphesenti lamalungelo okuvota elidingeka kusixazululo esikhethekile kunamba yoku-1, okumele lamukelwe kufanele okungenani libe ngama-75% (amapesenti angamashumi ayisikhombisa nanhlanu) amavoti afakwe yibo bonke abanesabelo abakhona noma abamelwe ku-AGM.

3.2 Isixazululo esikhethekile esingunamba yesi-2

Usizo lwezezimali oluhlongozwayo yinkampani ngendlela yemalimboleko, isiqinisekiso noma ukuhlinzeka ngesibambiso

“Sanquma ukuthi, ngokwezinga elidingwa yisigaba sama-44 soMthetho Wezinkampani, Ibhodi, kungafanele lihambisane nezidingo zoMthetho Wezinkampani kanye ne-MOI, ligunyaze iNkampani ukuthi inikezele ngosizo lwezezimali oluqondile noma olungaqondile ngokwendlela yemalimboleko, isiqinisekiso noma ukuhlinzeka ngesibambisokuphepha, noma ngenye indlela kunoma yimuphi

umuntu (okungafaka ngokungenambandela inkampanini ezihlobene noma okuhlobene noma inkampani, noma ilungu lebhizinisi elihlobene noma okuhlobene, noma ngabe yimuphi umuntu ohlobene noma iyiphi inkampani noma inhlangothi, noma kunoma yimuphi umuntu obamba iqhaza ekuqhutshweni kokufakwa ohlwini, kanye/noma nasekugqugquzeleni ukugcinwa, ukuhweba kanye/noma ukudluliswa kwamashya ajwayelekile eNkampani, kungaba ku-JSE noma ngenye indlela, ngenhloso noma mayelana nokutholwa kwamashya ajwayelekile eNkampanini, uthola igunya elinjalo lokuhlala isikhathi esiyiminyaka emibili kusukela ngosuku lwalesi sinqumo”.

Isinqumo esikhethekile senamba yesi-2 sigunyaza lbhodi ukuthi linikeze ngezinxephezelo kanye/noma olunye usizo lwezezimali kunoma yimuphi umuntu, okufaka phakathi kodwa akungagcini nje kuphela nganoma yikuphi okumiswe ngokusemthethweni kwaqokwa yiNkampani njengomgcinini wamasheya avamile eNkampani kanye nokwenza lula ukuhweba kanye/noma ukudlulisa amashya avamile eNkampani ku-JSE (okufaka phakathi ngokuhambisana nomthetho wenqubo yokuhweba eqhutshwa yiNkampani kubanikazi bamasheya ajwayelekile eNkampani), i-JSE, ababambiqhaza emakethe (okufaka phakathi namalungu e-JSE, abanikazi bamasheya ajwayelekile ababhalisiwe eNkampanini, ababambiqhaza kundawokubeka ingcebo esenkabeni kanye/noma abaxhumanisi abafanele) nabanye abahlinzeka ngemisebenzi abavela eceleni, ngokuhambisana nokugcina okuqhubekayo, ukuhweba kanye/noma ukudluliswa kwezabelo zeNkampani ezijwayelekile, okungase kube nomphumela wokuthi iNkampani ingagcina isinikezela ngosizo lwezimali eliqondile noma elingaqondile njengoba kuchaza isigaba sama-44

soMthetho Wezinkampani, maqondana nokuthola amasheya ajwayelekile eNkampani.

Izinqumo esingenhla sigunyaza iBhodi ukuthi linikezele ngosizo lwezimali olufana nalelo, okuncike ekutheni iyahambisana nezidingo ze-MOI kanye noMthetho Wezinkampani.

Iphesenti lamalungelo okuvota elidingeka kulesi sinqumo esejwayelekile esiyinamba yesi-2 okumele lamukelwe lizokwamukelwa njengesinqumo esikhethekile ngaphansi koMthetho Wezinkampani, amalungelo okuvota angama-75% asetshenziswe kusinqumo esikhethekile kunamba yesi-2 ngabanikazi bezabelo bonke eNkampanini (wonke amaklasi avotile).

Isikhathi sokusebenza kwezinqumo

Ngaphandle uma kubekwe ngenye indlela, zonke izinqumo zizoqala zisebenze ngokushesha uma seziphasisiwe yiningi labanizabelo elidingekayo.

Izinqubo zokuvota

Ukuvota kwi-AGM kuzokwenziwa elektronikhali. Indawo yokuvota ngekhompyutha izotholakala lokho kuzovumela bonke abanizabelo abakulungele ukuvota nabakhona ukuze bavote emhlanganweni, kuncike kuzihlinzeko ezitholakalayo ezingenayo kwabanizabelo abafakwe kwikhompyutha abangarejistanga ngegama labo. Ukuvota kuzo zonke izinqumo kuyokwenziwa ngendlela yokuvota. Onobhala bayohlona umnizabelo bomuntu ngamunye kusukela ngosuku lokuvota lwe-AGM ukuze inani lamavoti umnizabelo ngamunye analo emhlanganweni lizoxhunyaniswa nenani lamavoti umnizabelo ngamunye azokwazi ukuwasebenzisa emhlanganweni. Abanizabelo abagcwalise futhi babuyisele amafomu ommeleli, okufaka nanoma yiliphi ifomu lommeleli eligcalisiwe futhi labuyiswa ngenkundla yobumeleli eku-inthanethi angeke kudingeke ukuthi bavote emhlanganweni. Inqubo yokuvota yabanizabelo abakhetha ukubamba iqhaza nge-elektronikhi ichazwe kumhlahlandlela wabanizabelo ku-inthanethi ekhasini lama-62. Abanizabelo bayagqugquzelwa ukubamba iqhaza nokuthi basebenzise ifomu lokumela noma izevisi yokuvota ngekhompyutha ukwenza isiqiniseko sokuthi wonke amavoti abanizabelo abaliwe, njengoba kuvezwe kulesi saziso ngaphambi komhlangano, kuncike kuzihlinzeko ezitholakalayo ezingenayo kubanizabelo abafakwe kwikhompyutha abangarejistanga ngegama labo.

Ukuvota kanye nokumela

Abanizabelo abaqinisekisiwe kanye nabanikazi bamasheya abangenazo izinto ezibonakalayo abanamasheya abo ngokubhalisela "igama labo" abanelungelo lokuthamela futhi bavote emhlanganweni bangaqoka umuntu oyedwa noma ngaphezulu njengabameleli ukuba bathamele, babambe iqhaza futhi bavote esikhundleni sabo. Onegunyakumela akudingekile ukuba abe umnizabelo eNkampanini kodwa kufanele kube umuntu oyedwa. Ukuqokwa konegunyakumela angeke kuvimbele umnizabelo oqoke lowo onegunyakumela ukuthi athamele i-AGM kanye nokubamba iqhaza nokuvota mathupha ngalokho ngaphandle kwanoma yimuphi onegunyakumela onjalo. Ifomu lonegunyakumela elizosetshenziswa emhlanganweni linamathiselwe futhi kufanele lihanjisiwe yibo bonke abantu abakhona njengabanamagunyakumela, kanye nekhophi eqinisekisiwe ye-ID yase-SA yomnizabelo kanye nonegunyakumela.

Ithuluzi eligcwalisiwe ngokufanelekile eliqoka onegunyakumela kanye negunya, uma likhona, lapho lisayinwe ngaphansi kwalo kufanele lifakwe abanizabelo konobhala bokudluliselwa kwezimali beNkampani, i-Nedbank Limited, besebenza ngophiko lwebhizinisi lokuPhathwa kwe-Share Scheme, inombolo yokubhalisa: 1951/000009/06, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 noma nge-imeyili ekhelini elithi: ssa-zakhelefuthi@Nedbank.co.za ngaphambi kokuqala komhlangano ozoba ngehora lesi-09:00 (ngesikhathi saseNingizimu Afrika) ngoLwesithathu, mhla ziyi-10 kuMbaso 2024 kanye nezinjongo zokuphatha abanizabelo bayacelwa ukuthi bafake wonke lawo madokhumenti lingakashayi ihora lesi-09:00 (isikhathi saseNingizimu Afrika) ngoLwesibili, mhla ziyi-8 kuMbaso 2024. Igama kanye neminingwane yekheli lonobhala bokudlulisa kunikezwe ngemuva kwefomu lonegunyakumela.

Ukunakwa kwabanizabelo kuqondiswe kumanothi engeziwe aqukethwe ngendlela yegunyakumela efakwe kulesi saziso ekhasini lama-63. Ifomu elinamathiselwe lonegunyakumela linikezwa abanizabelo ukuze kube lula ngabo. Abanizabelo abaphoqekile ukuthi basebenzise ifomu elinamathiselwe futhi bangaqoka ummeleli ngokubhala ngaphansi kwesigaba sama-58 soMthetho Wezinkampani. Isifinyezo sezihlinzeko zalesi sigaba sifakiwe kusithasiselo sesaziso se-AGM.

Abanizabelo abancishisiwe ngaphandle kokubhaliswa kwamagama abo kufanele bafundise i-CSDP yabo, umdayisi noma abaqokile ukuthi bafisa ukuvota kanjani. Ithuluzi lokuvota kufanele lifinyelele ku-CSDP, yibhrokha noma oqokiwe kusenesikhathi esanele ukuze avumele i-CSDP, yibhrokha noma oqokiwe ukuba eluleke iNkampani noma onobhala bokudlulisa imali beNkampani, i-Nedbank Limited (esebenza ngophiko lwayo lwebhizinisi lokuPhathwa kwe-Share Scheme) ngemiyalelo yabo lingakashayi ihora lesi-09:00 (lesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-8 kuMbaso 2024, ngezinhloso zokulawula.

Abanikazi bamasheya abancishisiwe ngaphandle kokubhaliswa kwamagama abo abafisa ukuba khona, ukubamba iqhaza nge-elektronikhi kanye/noma ukuvota ku-AGM kudingeka ukuthi bathinte kuqala futhi/noma bayalele i-CSDP yabo, umdayisi noma abaqokiwe ukuthi babanikeze izincwadi ezidingekayo zokumelela ngokwemibandela yesivumelwano sokugcinwa kwempahla okungenwe kuso phakathi komnikazi wamasheya ongasekho kanye ne-CSDP yakhe, umthengisi noma oqokiwe ukuba enze kanjalo futhi alandele inqubo engenhla. Ngezinjongo zokuphatha, abanizabelo bayacelwa ukuthi bafake izincwadi zokumelela kubabhalisi beNkampani lingakashayi ihora lesi-09:00 (isikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-8 kuMbaso 2024.

Ngomyalelo weBhodi

U-Belinda Mapongwana

Usihlalo: Ibhodi Labaqondisi

DocuSigned by:

Belinda Mapongwana

464A9D8B3F25481...

ziyi-8 kuNdaso 2024

Road Sandown Johannesburg 2193

Ikheli lebhizinisi nehhovisi elibhalisiwe

ku-135 Rivonia

**Onobhala bokudluliselwa
kwezimali kanye
nokuxhumana nabanikazi
bamasheya iNedbank
Limited, esebenza
ngophiko lwebhizinisi
lokuphatha i-Share
Scheme Administration**

(Ina
mb
a
oku
bhal
isw
e
nga
yo:
201
6/2
688
37/
06)

Sandown, Johannesburg, 2193

Ucingo: +27 83 900 6863

I-imeyli: ssa-zakhelefuthi@Nedbank.co.za

Amanothi Achazayo Eziqumo Eziphakanyiswe Emhlanganweni Omkhulu Wonyaka Wenkampani

wangonyaka ophela zingama-31 kuZibandlela 2023

Ukuze uthole noma yiluphi usizo noma ulwazi, sicela ushayele i-Nedbank Limited, esebenzisa uphiko lwebhizinisi lwe-Share Scheme Administration ku-+27 83 900 6863.

Ukukhethwa kabusha kwabaqondisi abathatha umhlalaphansi ngokushintshana ku-AGM kusinqumo esijwayelekile kunamba 1.1 kuya 1.2-

Izigatshana sama-24.7 nesama-24.8 ze-MOI, phakathi kokunye, zidinga abaqondisi abangengaphansi kwengxenywe eyodwa kwezintathu (kuhlanganise nabaqondisi Abaqokiwe be-MTN Group), ukuba bashiye isikhundla ekupheleni kwe-AGM ngayinye kanye nakulabo baqondisi, befanelekela ukuphinde bakhethwe, aphinde aqokwe ngabaninimashaya. USindi Mabaso-Koyana no-Edward Pitsi abathatha umhlalaphansi ngokushintshana ngokwe-MOI futhi osenamandla nosakulungele ukubuye akhethwe uphinde wakhethwa futhi njengomqondisi weNkampani. Imininingwane ngempilomlando yabo ibhalwe emakhasini lesi-2 nelesi-3.

Isinqumo esijwayelekile ngokhetho lwekomidi elicwaninga amabhuku kunamba 2.1 ukuya 2.3-

Isigaba sama-94 soMthetho Wezinkampani, sidinga phakathi kwezinye izinto ukuthi ku-AGM ngayinye yenkampani yomphakathi abaninizabelo bakhethwe ikomidi lokucwaninga amabhuku elinamalungu okungenani amathathu okungewona abaqondisi abakhulu beNkampani. Umthethonqubo wama-42 weMithethonqubo yeziNkampani, wezi-2011 udinga ukuthi, okungenani ingxenywe eyodwa kokuthathu yamalungu ekomidi lokucwaningwa kwamabhuku eNkampani nganoma yisiphi isikhathi kufanele abe neziqum zemfundo ephakeme, noma ulwazi, kwezomnotho, uzomthetho, ukuphathwa kwebhizinisi, ezezimali, ukubalwa kwezimali, ezohwebo, imboni, izindaba zomphakathi noma ukuphathwa kwezabasebenzi. Ibhodi selibuyekeze ukwakheka kwekomidi lokucwaningomabhuku, ingozi kanye nokuthobela uMthetho Wezinkampani futhi laqinisekisa ukuthi ikomidi liyahambisana nezidingo zokulawula ezifanele kanye nokuthi amalungu anolwazi oludingekayo, amakhono kanye nesipiliyoni ukuze ikomidi likwazi ukwenza imisebenzi yalo ngokwalezi zidingo. Ngakho ke ibhodi liphakamisa ukuthi kukhethwe amalungu aphakanyiswe kusinqumo esijwayelekile esisenambeni 2.1 ukuya 2.3.

Ukuqokwa kabusha kwabacwaningimabhuku bangaphandle kusinqumo esijwayelekile esisenambeni yesi-3-

Isigaba sama-90(1) soMthetho Wezinkampani sidinga ukuthi inkampani kahulumeni iqashe umcwaningimabhuku unyaka nonyaka ku-AGM. Ikomidi lokuthobela umthetho, ingozi kanye nocwaningomabhuku licubungule ukuzimela kwabacwaningimabhuku bangaphandle phakathi nonyaka futhi lahlola amakhono, ukubika kanye nokusebenza kukonke kweSizweNtsalubaGobodo Grant Thornton Inc. (njengabacwaningimabhuku bangaphandle) futhi uyanelisa ukuthi abacwaningimabhuku bangaphandle bayahambisana nezidingo zesigaba sama-90(2) kanye nesama-90(3) soMthetho Wezinkampani kanye nesigaba sama-22 seziDingo Zokuba sohlwini, futhi ngokufanele baphakamisa ukuqokwa kwabo kabusha njengabacwaningimabhuku eNkampani bangaphandle.

Iholo elikhokhelwa abaqondisi isinqumo esikhethekile ekunamba yoku-1-

Ngokwezigaba sama-66(8) kanye nesi-9) zoMthetho Wezinkampani, iNkampani ingaholela abaqondisi bayo ngemisebenzi yabo njengabaqondisi kuphela ngokuvumelana nesinqumo esikhethekile esiphasiswe abaninizabelo phakathi kweminyaka emibili eyedlule. Ngokwesigatshana sama-26.1 se-MOI, abaqondisi bafanele ukuthola iholo njengoba abaninizabelo beNkampani benquma isikhathi nesikhathi besemhlanganweni omkhulu, kodwa kuncike emikhawulweni yezindleko zokuphatha ezikhona eNkampanini ngaphansi kwesigatshana sesi-3 seSijobelelo A se-MOI, kanye Namadokhumenti Okwenziwayo (njengoba kuchazwe ku-MOI). Ukwengeza, ngokwesigatshana sama-26.2 se-MOI, abaqondisi bazokhokhelwa zonke izindleko ezifanele zokuhamba (sibala namahhotela) ukuya nokubuya emihlanganweni yabaqondisi nabaninizabelo, bese kuthi amalungu ekomidi leBhodi azoba nelungelo lazo zonke izindleko zokuya nokubuya emhlanganweni yamalungu ekomidi lebhodi (sibala namahhotela).

Isixazululo esikhethekile esikunamba yoku-1 siphakanyisiwe ukuze kuhanjiswa nezidingo zoMthetho Wezinkampani kanye ne-MOI. Amanani okukhulunywe ngawo kulesi sinqumo esikhethekile esisenambeni yoku-1 akhethiwe ukuze kuqinisekise ukuthi amaholo abaqondisi ahlala encintisana ukuze iNkampani ikwazi ukugcina nokuheha abantu abaseqophelweni eliphezulu, abanamakhono afanele, nabalwazi nesipiliyoni esidingekayo ukuze balethe ulwazi olidingekayo eNkampanini.

Usizo lwezezimali oluhlongozwa yinkampani ngendlela yemalimboleko, isiqinisekiso noma ukuhlinzeka ngesibambiso - kusinqumo esikhethekile enambeni yesi-2

Maqondana nesiphakamiso sokushintshwa kwe-Nedgroup Private Wealth Stockbrokers Proprietary Limited (NPW) njengebhizinisi lokuhweba kanye ne-entithi engumgcini wabanikazi bezabelo ezijwayelekile zeNkampani (kufaka phakathi nalezo zabelo eziphethwe abanikazi bamashaya abakhetha ukusebenzisa inqubo yokuhweba eyenziwe lula eyasungulwa yiNkampani ngesikhathi sokufakwa ohlwini kwamashaya ajwayelekile eNkampani e-JSE ngoLwezi 2019) futhi nangendaba yezinhlelo eziqhubekayo zokuba umgcini futhi noqhuba izinqubo zohwebo kanye/noma ezokudlulisa, iNkampani kuyodingeka ukuthi ikhokhe izimali nezindleko futhi inikeze izinxephezelo kanye nolunye usizo lwezezimali oluya emaqenjini ahlukeni, okufaka phakathi kodwa kungagcini kuphela kulowo mhlinzeki ngomsebenzi ongele omunye, ababambiqhaza abafanele bezimakethe ze-JSE, (okufaka phakathi namalungu e-JSE, abanikazi bezabelo ezijwayelekile ababhaliwe eNkampanini, ababambiqhaza kundawokubeka ingcebo esenkabeni kanye/noma abaxhumanisi abafanele) nabanye abahlinzeka ngemisebenzi abavela eceleni, okungase kube nomphumela wokuthi iNkampani inikeze ngosizo lwezezimali uma ufuna ukuthola izabelo ezijwayelekile eNkampanini ngokwenzelwe yesigaba sama-44 soMthetho Wezinkampani.

Isinqumo esikhethekile esikunamba yesi- 2 siwukugunyaza ibhodi ukuthi linikeze lolo sizo lwezezimali, kuncike ekutheni iyahambisana nezidingo ze-MOI kanye noMthetho Wezinkampani.

Isigaba sama-44 soMthetho Wezinkampani sihlinzeka, phakathi kwezinye izinto ukuthi lolo sizo lwezezimali oluqondile noma olungaqondile kufanele luhlinzekwe kuphela ngokulandela isinqumo esikhethekile sabaninizabelo, esamukelwa phakathi

kweminyaka emibili edlule, esagunyaza lolo sizo lwezezimali kumtholimali othile noma ngokujwayelekile ngokoluhlu lwabangase bathole imali futhi nomtholimali othile uwela ngaphansi kwaleso sigaba futhi ibhodi kufanele laneliseke ukuthi (i) ngokushesha ngemuva kokunikeza usizo lwezezimali, Inkampani izokwanelisa ngokuhlolwa kokumakahle ezimalini kanye nekhonakukhokha elihlinzekwe esigabeni se-4 soMthetho Wezinkampani, kanye (ii) nemibandela ehlongozwayo ukuba kunikezwe ngayo usizo lwezezimali olufanele futhi nolunengqondo eNkampanini

Isithasiselo seSaziso soMhlangano Omkhulu Wonyaka

wangonyaka ophela zingama-31 kuZibandlela wezi-2023

Amanothi abalulekile mayelana

nezinsuku kanye nesikhathi se-

AGM

Umhlangano uzobanjwa nge-inthanethi ngoLwesithathu, mhla ziyi-10 kuMbaso 2024 ku-<https://mtnzakhelefuthi.vagm.africa> futhi uzoqala ngokushesha ngehora lesi-09:00 (ngesikhathi saseNingizimu Afrika).

Abanizabelo bangakwazi ukuthamela i-AGM ngokungena endaweni ye-inthanethi futhi kuyodingeka babhalise ngaphambi komhlangano, kuncike ezinhlinzekweni ezingena kwabanesabelo abafakwe kwikhompyutha abarejiste ngaphandle kwegama abarejiste ngalo. Imininingwane yokuthi ungawuthamela kanjani umhlangano nge-elektronikhi itholakala ekhasini lama-62 lalesi saziso.

Imisebenzi yokuhumusha

Sicela wazi ukuthi umhlangano uzohunyushelwa olimini lwesiZulu nesiSuthu. Lo mbhalo uzotholakala ngesiZulu nangesiSuthu kusizindalwazi seNkampani ku-<https://www.mtnzakhelefuthi.co.za/investor-relations> nangaphansi kwesigaba esinesihloko esithi "Isaziso Semihlangano Emikhulu Yonyaka" kusukela mhla ziyi-15 kuNdasa wezi-2024.

Imibuzo

Noma yimuphi umnizabelo onezinkinga noma imibuzo mayelana ne-AGM noma lokhu okungenhla uyamenywa ukuba athinte i-Nedbank Limited, esebenzisa uphiko lwebhizinisi lwe-Share Scheme Administration, ku-+27 83 900 686. Izingcingo zizogadwa ngezinhloso zokulawula ikhwalithi.

Imiphumela ye-AGM izofakwa ku-Securities Exchange News Services (SENS) ngokushesha ngangokunokwenzeka ngemva kwe-AGM.

Isifinyezo samalungelo asebenzayo esisungulwe esigabeni sama-58 soMthetho Wezinkampani okuNamba yama-71 wezi-2008, njengoba uchitshiyelwe

Ngenhloso yalesi sifinyezo, igama elithi “umninisabelo” liyoba nencazelo echazwe esigabeni sama-57(1) soMthetho Wezinkampani.

1. Noma nini, umninizabelo zenkampani unegunya lokuqoka noma yimuphi umuntu, kuhlenganisa nomuntu ongeyena umninisabelo waleyo nkampani, njengonegunyakumela ozobamba iqhaza, akhulume futhi avote emhlanganweni wabaninizabelo endaweni yomninisabelo.
2. Onegunyakumela kufanele aqokwe ngokubhalwe phansi, kube nosuku futhi kusayine umninisabelo ofanele.
3. Ngaphandle kwalapho imemorandamu yokufakwa kwenkampani ichaza ngenye indlela –
 - 3.1 umninisabelo wenkampani ethintekayo angaqoka abantu ababili noma ngaphezulu ngesikhathi esisodwa njengabane gunyakumela, futhi angaqoka abane gunyakumela abangaphezu koyedwa ukusebenzisa amalungelo okuvota ahambisana nezibambiso ezihlukene eziphethwe yilowo mninizabelo; futhi
 - 3.2 ikhophi yethuluzi eliqoka onegunyakumela kufanele lilethwe enkampanini efanele, noma kunoma yimuphi omunye umuntu egameni lenkampani efanele, ngaphambi kokuba onegunyakumela asebenzise noma yimaphi amalungelo omninisabelo emhlanganweni wabaninizabelo.
4. Akukhathalekile ukuthi hlobo luni lwethuluzi elisetshenziswe ukuqoka onegunyakumela–
 - 4.1 ukuqokwa konegunyakumela kuyamiswa noma ngabe ingasiphi isikhathi futhi kuze kufike ezingeni lapho umninisabelo eqoke lowo onegunyakumela ekhetha ukwenza okuthile noma azimele mathupha ekusebenziseni noma yimaphi amalungelo njengomninisabelo wenkampani efanele; futhi
 - 4.2 uma ithuluzi elisetshenziswe ukuqoka onegunyakumela lihoxiswa, umninisabelo angase ahoxise ukuqokwa konegunyakumela ngokukukhansela ngokubhala, noma ngokwenza ukuqokwa kungahambi kahle ekuqokweni konegunyakumela, bese eletha ikhophi yethuluzi lokuhoxisa onegunyakumela kanye nenkampani efanele.
5. Ukuhoxiswa kokuqokwa onegunyakumela kuhlenganisa ukwesulwa okuphelele nokokugcina kwegunya onegunyakumela ukuthi enze okuthile egameni lomninisabelo ofanele kusukela kamuva kosuku –
 - 5.1 okushiwo kuthuluzi lokuhoxisa, uma likhona; noma
 - 5.2 lapho ithuluzi lokuhoxisa lilethwa konegunyakumela kanye nenkampani efanele njengoba kudingwa esigabeni sama-58(4)(c)(ii) soMthetho Wezinkampani.
6. Uma ithuluzi eliqoka onegunyakumela noma abane gunyakumela lilethwe enkampanini ethintekayo, inqobo nje uma lokho kuqokwa kusasebenza, noma yisiphi isaziso esidingwa uMthetho Wezinkampani noma imemorandamu yenkampani efanele yokwesekwa ukuze silethwe yileyo nkampani kumninisabelo kufanele ilethwe yileyo nkampani ku–
 - 6.1 mninisabelo, noma
 - 6.2 onegunyakumela noma abane gunyakumela uma umninisabelo ebhale phansi eyalela inkampani efanele ukuba yenze njalo futhi usekhokhe noma iyiphi imali efanelekile ekhokhiswa yinkampani ngokwenza lokho.
7. Onegunyakumela uvumelekile ukusebenzisa, noma ukugodla ukusebenziseni noma yiliphi ilungelo lokuvota lomninisabelo ofanele ngaphandle kwesiqondiso, ngaphandle kwalapho imemorandamu yokufakwa kwenkampani ethintekayo noma ithuluzi eliqoka onegunyakumela linikeza okuhlukile.
8. Uma inkampani ikhipha isimemo esiya kubaninizabelo ukuthi baqoke umuntu oyedwa noma ngaphezulu abaqanjwe yileyo nkampani njengonegunyakumela noma inikeza uhlobo lwethuluzi lokuqoka onegunyakumela –
 - 8.1 lesi simemo kufanele sithunyelwe kubo bonke abaninizabelo abane gunya lokuthola isaziso somhlangano lapho igunyakumela lihlose ukusetshenziswa khona;
 - 8.2 inkampani akumele ifune ukuthi ukuqokwa konegunyakumela kwenziwe ngendlela engenakuhoxiswa; futhi
 - 8.3 ukuqokwa konegunyakumela kuhlala kusebenza kuphela kuze kube sekupheleni komhlangano ofanele obekuhloswe ukuthi kusetshenziswe kuwo, ngaphandle uma kuhoxisiwe njengoba kuvezwe esigabeni sama-58(5) soMthetho Wezinkampani.

Ungabamba kanjani iqhaza kuMhlangano Omkhulu Wonyaka

Abaninizabelo ababhalisiwe abanezitifiketi nabancishisiwe bangalandela inqubo echazwe ngezansi.

Abaninizabelo abancishisiwe ngaphandle kokubhaliswa kwamagama abo abafisa ukuba khona, ukubamba iqhaza nge-elektronikhi kanye/noma ukuvota ku-AGM kudingeka ukuthi bathinte kuqala futhi/noma bayalele i-CSDP yabo, ibhrokha noma oqokiwe ukuthi babanikeze izincwadi ezidingekayo zokumelela ngokwemibandela yesivumelwano sokugcinwa kwempahla okungenwe kuso phakathi komninsabela ongasekho kanye ne-CSDP yakhe, ibhrokha noma oqokiwe ukuba enze kanjalo ngaphambi kokuthi angene ku-inthanethi bese alandele inqubo engenhla. Ukuze kube lula ukulawula, abaninizabelo bayacelwa ukuthi bafake izincwadi zokumelela kubabhalisi beNkampani lingakashayi ihora lesi-09:00 (isikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-8 kuMbaso 2024.

Abanikazi bamasheya abancishisiwe ngaphandle kokubhaliswa kwamagama abo abangathandi ukuhambela umhlangano kumele batshale i-CSDP yabo, yibhrokha noma abamqokile ukuthi bafisa ukuvota kanjani. Ithuluzi lokuvota kufanele lifinyelele ku-CSDP, yibhrokha noma oqokiwe kusenesikhathi esanele ukuze avumele i-CSDP, yibhrokha noma oqokiwe ukuba eluleke iNkampani noma onobhala bokudlulisa imali beNkampani, i-Nedbank Limited (esebenza ngophiko lwayo lwebhizinisi lokuPhathwa kwe-Share Scheme) ngemiyalelo yabo lingakashayi ihora lesi-09:00 (lesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-8 kuMbaso 2024, ngezinhloso zokulawula. Abaninizabelo abancishisiwe ngaphandle kokubhaliswa kwamagama abo abangathandi ukuhambela i-AGM akumele bagcwalise Ifomu Lonogunyakumela.

Sikhuthaza abaninizabelo ukuthi basebenzise uhlelo Legunyakumela ukuze bavote ngaphambi komhlangano, noma babambe iqhaza futhi/bavote ngesikhathi kuqhubeka umhlangano nge-inthanethi besebenzisa i-smartphone, ithebulethi noma ikhompuyutha yabo.

Abaninizabelo abangakwazi ukwethamela i-AGM, ngokusebenzisa isikhungo se-inthanethi, ngaphambi kokuqala komhlangano, mabavote ngezinqumo ezibekwe ekhasini lama-63 kanye nasekhasini lama-64:

- ukugcwalisa nokubuyisela Ifomu Legunyakumela elinanyathiselwe kulesi saziso ekhasini lama-63 kanye nasekhasini lama-64; noma
- ukuqoka onogunyakumela ozothamela umhlangano esikhundleni sakho; noma
- befaka amavoti abo nge-elektronikhi besebenzisa inkundla yegunyakumelwa noma inkundla ye-USSD.

Abaninizabelo bathunyelwa ngezansi ukuze bathole imininingwane yokuthi bangabhalisela kanjani i-AGM futhi balethe neFomu labo Legunyakumelwa.

Bathumela iFomu labo Legunyakumelwa ngokusebenzisa indawo ye-inthanethi esebenza kalula ukuze baqoke onogunyakumela ozobavotela ku-AGM.



Chofoza u-

i-AGM

/https://mtnzakhelefuthi.vagm.africa Igayidi ye-inthanethi

iyatholakala ukuze uyilande futhi ingafinyelelwa ku-

<https://www.mtnzakhelefuthi.co.za/home/agm> kusukela ngoMsombuluko mhla ziyi-8 kuNdasa 2024

Isikhungo se-inthanethi sizotholakala kusukela ngehora lesi-09:00 (ngesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-15 kuNdasa 2024; noma



Bangagcwalisa iFomu Legunyakumela besebenzisa idivayisi yabo ephathwayo ngokudayela **t 120*0130# noma baqoka onogunyakumela azothamela i-AGM

Umlahlandlela we-USSD uyatholakala ukuze uwulande futhi ungatholakala ku-

<https://www.mtnzakhelefuthi.co.za/home/agm> kusukela ngoMsombuluko, mhla zi-3 kuMbaso 2023

Isikhungo se-USSD sizotholakala kusukela ngehora lesi-09:00 (ngesikhathi saseNingizimu Afrika)



ngoMsombuluko, mhla ziyi-15 kuNdasa 2024; noma Gcwalisa Amafomu

Egunyakumelwa aqukethwe yiSaziso se-AGM

Lawa mafomu avela ekhasini lama-63 kuya ekhasini lama-65

leSaziso sedokhumenti ye-AGM

Abaninizabelo bangakwazi futhi ukuthamela i-AGM ngokungena esikhungweni se-inthanethi futhi kuzodingeka bangene ku-<https://mtnzakhelefuthi.vagm.africa> besebenzisa inamba yabo kamazisi waseNingizimu Afrika kanye nePhini Esebenza Kanye abanikezwe yona.

Kufanele igcwaliswe abaninizabelo abanezitifiketi kanye nabaninizabelo bamasheya abangenayo impahla ngokubhaliswa 'kwamagama omnikazi' kuphela



**I-MTN Zakhele
Futhi (RF) Limited**

Kufakwe eRiphabhulikhi

yaseNingizimu Afrika

(Inamba okubhaliswe

ngayo:

2016/268837/06)

Ikhodi yesabelo se-JSE:

MTNZF ISIN:

ZAE000279402

I-LEI: 378900429C4F73B1BE74

(i-MTN Zakhele Futhi noma iNkampani)

IFOMU LEGUNYAKUMELWA

Izosetshenziswa emhlanganweni wonyaka (i-AGM) ozokuba ku-<https://mtnzakhelefuthi.vagm.africa> ngehora lesi-09:00 (ngesikhathi saseNingizimu Afrika) ngoLwesithathu, ziye-10 kuMbaso 2024. Ukuze uthole usizo ekugcwaliseni ifomu legunyakumela, sicela ushayele i-Nedbank Limited, esebenzisa uphiko lwebhizinisi lwe-Share Scheme Administration ku-+27 83 900 6863. Umninisabelo (okufaka abaninizabelo abanezitifiketi kanye nabanikazi bamasheya abangenawo amandla okusebenza ngokubhaliswa 'kwamagama abo') abanelungelo lokuthamela futhi bavote ku-AGM bangaqoka onegunyakumela oyedwa noma ngaphezulu ukuthi abe khona, avote futhi akhulume esikhundleni sabo ku-AGM. Onegunyakumela akudingeki abe umninizabelo eNkampani kodwa kufanele kube umuntu oyedwa.

Mina/Thina

Inamba ye-ID/inamba yokubhalisa:

ko

mninisabelo/abaninizabelo eNkampanini eshiwo ngenhla ngalokhu kuqoka owehlulekayo noma owehlulekayo

usihlalo weNkampani noma ehluke usihlalo womhlangano njengonegunyakumela mina/thina ukuthi asivotele futhi egameni lami/lethu ku-AGM yeNkampani ezobanjwa cishe ku-<https://mtnzakhelefuthi.vagm.africa> ngoLwesithathu, mhla ziye-10<

kuMbaso 2024 ngehora lesi-09:00 ((ngesikhathi saseNingizimu Afrika) ngenhloso yokucubungula futhi, uma kubonakala kufanelekile, ukuphasisa, ngaphandle kokulungisa noma ngaphandle kokugququla, izinqumo eziphakanyiswe ngeso sikhathi nanoma yikuphi ukulehliswa noma kuhlehliswa kanye nokuvota kanye/noma ngokumelene nezinqumo kanye/noma ukungahoxiswa ekuvoteni maqondana nezabelo emalini ekhishwe yeNkampani ebhaliswe egameni lami/lethu ngendlela elandelayo:

	Okwe* *	Ngokum elene* *	Ukuyeka * *
Izixazululo ezijwayelekile			
Isixazululo esijwayelekile inamba 1.1: Ukukhethwa kabusha – kukaSindi Mbaso-Koyana njengomqondisi			
Isixazululo esijwayelekile inamba 1.2: Ukukhethwa kabusha – kuka-Edward Pitsi njengomqondisi			
Isixazululo esijwayelekile inamba 2.1: Ukukhethwa kuka-Grant Gelink njengelungu lekomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku			
Isixazululo esijwayelekile inamba 2.2: Ukukhethwa kuka-Edward Pitsi njengelungu lekomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku			
Isixazululo esijwayelekile inamba 2.3: Ukukhethwa kuka-Belinda Mapongwana njengelungu lekomidi lokuthobela umthetho, izimo eziyingozi kanye nocwaningomabhuku			
Isixazululo esijwayelekile inamba sesi-3: Ukuqokwa kabusha kwabacwaningimabhuku bangaphandle			
Izixazululo ezikhethekile			
Isixazululo esikhethekile inamba yoku-1: Iholo eliphakanyisiwe elizokhokhelwa abaqondisi			

abangeyona ingxenye yesigungu			
Isixazululo esikhethekile inamba yesi-2: Usizo lwezezimali oluhlongozwa yinkampani ngendlela yemalimboleko, isiqinisekiso noma ukuhlinzeka ngesibambiso			

****Maka ngo-X noma ngabe yikuphi okusebenzayo. Ngaphandle kokuthi kuqondiswe ngenye indlela, onegunyakumela uzovota noma ayeke njengoba ebona kufanele maqondana nokubambela umninisabelo ngokuphelele. Onegunyakumela angavota noma angavoti kunoma yiliphi elinye ibhizinisi elihlongozwayo emhlanganweni njengoba ebona kufanele.**

Noma yimuphi umninisabelo onelungelo lokuthamela nokuvota emhlanganweni unelungelo lokuqoka onegunyakumela noma abanegunyakumela ukuthi babe khona, bakhulume futhi bavote esikhundleni sakhe. Onegunyakuvota akudingekile ukuthi abe umninisabelo eNkampani kodwa kufanele kube umuntu oyedwa.

Sicela ufunde amanothi angemuva.

Kusayinwe ku	nge	2024
Amagama aphelele		(Ngezinhlamvu ezinkulu)
Isiginesha		
Ikheli		
Isizwa ngu (mqaphi)	Usuku	

Uma ungena esikhundleni sokumela abanye, bheka amanothi onegunyakumela angemuva.

Sicela uqaphele ukuthi onegunyakumela/abanegunyakumela abazothamela umhlangano egameni lomninisabelo obhalisiwe ngeke babe nelungelo lokuvota egameni lomninisabelo ngaphandle uma bephelezela yileli fomu eligcwaliswe ngokufanelekile.

Amanothi efomu lonegunyakumela

1. Abaninizabelo ababhaliswe kurejista kuphela, noma kubhukwana leNkampani ngaphansi 'kwegama labo' ngosuku olufanele lomhlangano abangagcwalisa ifomu legunyakumela noma bathamele umhlangano. Abanikazi abahlomulayo okungebona abanikazi ababhaliswe futhi abafisa ukuza emhlanganweni mathupha bangenza kanjalo ngokucela umnikazi obhaliswe, onguMbambiqhaza Kundawokubeka Ingcebo Esenkabeni (i-CSDP), ibhrokha noma oqokiwe, ukuba abanikeze incwadi yokumelela ngokwemibandela zezivumelwano zokugcina okungenwe kuzo nomnikazi obhaliswe. Izincwadi zezethulo kufanele zifakwe kubabhalisi beNkampani lingakadluli ihora lesi-09:00 (ngesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-8 kuMbaso 2024.
2. Abanikazi abahlomulayo okungebona abanikazi ababhaliswe futhi abafisa ukuza emhlanganweni mathupha kumele bahlinzeke umnikazi obhaliswe, okungu-CSDP, ibhrokha noma abamqokile ngimiyalelo yokuvota kabo. Imiyalelo yokuvota kufanele ifinyelele kumnikazi obhaliswe ngesikhathi esanele ukuze umnikazi obhaliswe akwazi ukwazisa Inkampani noma umbhalisi WeNkampani ngemiyalo yabo lingakadluli ihora lesi-09:00 (ngesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-8 kuMbaso 2024 ukuze kwenzekwe lula kwezokulawula.
3. Umninisabelo angafaka igama lonegunyakumela noma amagama amabili ahlukile abanegunyakumela azikhethele bona ezikheleni ezihlinzekiwe, ngokususa noma ngaphandle kokususa "usihlalo womhlangano omkhulu", kodwa noma yikuphi ukususwa noma ukufakwa okunjalo kufanele kufakwe izinhlamvu zamagama umninisabelo. Noma yikuphi ukufakwa noma ukususwa okungahambisani nalokhu okungenhla kuzomenyenzelwa ukuthi akuzange kwenziwe ngokusemthethweni. Umuntu ogama lakhe limi kuqala efomini legunyakumela futhi omelwe emhlanganweni omkhulu uyoba nelungelo lokuba negunyakumela ngaphandle kwalabo amagama abo ayalandela. Esimeni lapho kungekho magama abonisiwe, igunyakumela lizosetshenziswa ngusihlalo we-AGM.fi
4. Imiyalelo yabaninizabelo konegunyakumela kufanele iboniswe ngokufaka u-"X" noma inamba efanele yamavoti angasetshenziswa yilowo mninisabelo ebhokisini elifanele elinikeziwe. U-"X" ebhokisini elifanele ubonisa inani eliphakeme lamavoti angasetshenziswa yilowo mninisabelo. Ukwehluleka ukhambisana nalokhu okungenhla kuzothathwa njengokugunyaza onegunyakumela ukuthi avote noma agweme ukuvota emhlanganweni omkhulu wonyaka njengoba ebona kufanele maqondana nawo wonke amavoti umninisabelo. Umninisabelo noma onegunyakumela akaphoqelekile ukuthi asebenzise wonke amavoti atholwa umninisabelo noma onegunyakumela, kodwa isamba samavoti afakiwe futhi okurekhodwa ngawo ukugoba, angeke eke inani eliphezulu lamavoti angasetshenziswa umninisabelo noma onegunyakumela. Onegunyakumela angavota noma angavoti kunoma yiliphi elinye ibhizinisi elihlongozwayo emhlanganweni njengoba ebona kufanele.fifi
5. Onegunyakumela (ngaphandle uma lesi sigwebo siyachithwa futhi sisayinwe kabusha) abe negunya lokuvota, njengoba ebona, kunoma yisiphi esinye isinqumo esingahle siphakanyiswe emhlanganweni, kubalwa nanoma yisiphi isichibiyelo esihlongozwayo salezi zinqumo ezingenhla. Uma isigwebo esingenhla sichithwa, onegunyakumela uyothathwa njengoyalelwa ukuba avotele noma yisiphi isinqumo esingeziwe esihlongozwayo kanye/noma ukuchithiyelwa okuhlongozwayo kwesinqumo esikhona njengoba kuhlongozwayo esazisweni esinanyathiselwe kuleli fomu.fi
6. Ukuze kusebenze, amafomu onegunyakumela kufanele agcwaliswe aphinde agunyazwe, uma likhona, elisayinwe ngaphansi kwalo kumele lifakwe konobhala bokudlulisa imali beNkampani eNingizimu Afrika ekhelini, enambeni yefeksi noma ikheli le-imeyili elishiwo ngezansi ngaphambi kwesikhathi esibekelwe somhlangano kanti nabaninizabelo bayacelwa ukuthi bafake wonke amaphepha anjalo kungakadluli ihora lesi-09:00 (ngesikhathi saseNingizimu Afrika) ngoMsombuluko, mhla ziyi-8 kuMbaso 2024.
7. Ukugcwaliswa kanye nokufakwa kwaleli fomu legunyakumela angeke kuvimbe umninisabelo ofanele ukuthi ahambele i-AGM futhi akhulume futhi avote mathupha esikhundleni sanoma yimuphi onegunyakumela oqokwe ngokwemibandela yalokhu.
8. Usihlalo we-AGM angenqaba noma amukele noma yiliphi ifomu legunyakumela eligcwaliswe kanye/noma elitholwe lingahambisani namanothi.
9. Noma yikuphi ukuguqulwa kwaleli fomu legunyakumela, ngaphandle kokususwa kwezinye, kufanele kuqalwe ngosayinileyo.
10. Ubufakazi obuyimibhalo obuqinisekisa igunya lomuntu osayina leli fomu legunyakumela njengomuntu omele noma esinye isikhundla esingokomthetho kufanele bunamathiselwe kuleli fomu legunyakumela, ngaphandle uma buqoshwe ngaphambili niNkampani noma buyekiwe usihlalo we-AGM.
11. Lapho kukhona abahlanganyeli bamasheya:
 - 11.1 noma yimuphi umnikazi angasayina ifomu legunyakumela; futhi
 - 11.2 ivoti lomninisabelo abadala (ngaleyo nhloso yobudala izonqunywa ngokulandelana kwamagama abaninizabelo kurejista yeNkampani) ofaka ivoti (kungakhathaliseki ukuthi yena ngokwakhe noma ngegunyakumela) liyokwamukelwa ngaphandle kokuphikiswa kwamavoti abanye abaninizabelo abahlanganye.
12. Umntwana osemncane kufanele asizwe umzali wakhe noma umnakekeli osemthethweni, ngaphandle uma izincwadi ezifanele eziveza amandla akhe ngokomthetho zikhiziqizwe noma zibhaliswe ngonobhala abadluliswayo.
13. Onegunyakumela angeke anikeze igunya lakhe lokumela kumninisabelo, komunye umuntu.

Ihhovisi lonobhala bokudlulisa

I-Nedbank Limited, esebenza ngeyunithi yebhizinisi le-Share Scheme
Administration inamba Yokubhalisa: 1951/000009/06)

ku-135 Rivonia Road
Sandton, 2196

Ucingo: +27 83 900 6863

I-imeyili: ssa-zakhelefuthi@Nedbank.co.za

Isithasiselo 1A: Ukulawula

wangonyaka ophela zingama-31 kuZibandlela 2023

UKULAWULA

Ulwazi ngenkampani

(Kufakwe eRiphabhulikhi yaseNingizimu Afrika) (Inamba okubhaliswe ngayo: 2016/268837/06)

Ikhodi yesabelo se-JSE: MTNZF ISIN: ZAE000279402
I-ZAE000279402

I-LEI: 378900429C4F73B1BE74

IKheli leposi

PO Box 1144

Johannesburg 2000

Ikheli elibhalisiwe

ku-135 Rivonia Road

Sandown, 2196 Johannesburg

Ibhodi labaqondisi

U-BL Mapongwana (usihlalo ongeyena owesigungu ozimele)

u-SN Mabaso-Koyana (umqondisi ongeyena owesigungu
esiphezulu)

U-GG Gelink (umqondisi ozimele ongeyena
owesigungu esiphezulu) u-ET Pitsi (umqondisi
ozimele ongeyena owesigungu esiphezulu)

Ihhovisi likanobhala wokudlulisa

I-Nedbank Limited, esebenza ngeyunithi yebhizinisi le-Share Scheme

Administration (Inamba yokubhalisa: 1951/000009/06)

ku-135 Rivonia Road

Sandton, 2196

Ucingo: +27 83 900 6863

I-imeyli: ssa-zakhelefuthi@Nedbank.co.za

Umxhasi Wenkampani

I-Tamela Holdings Proprietary Limited

Ground Floor, Golden Oak House

Ballyoaks Office Park,

ku-35 Ballyclare

Drive

Bryanston,2021

Isithasiselo 1A: Ukulawula

wangonyaka ophela zingama-31 kuZibandlela 2023

Umabhalane wenkampani

I-Nedbank Limited, esebenza nge-Group Secretariat

135 Rivonia Road

Sandown

Johannesburg, 2196

Abacwaningimabhuku

I-SizweNtsalubaGobodo Grant Thornton Inc. 20 Morris Street East

Woodmead, 2191

PO Box 2939, Saxonwold, 2132

Abammeli

I-Webber Wentzel

90 Rivonia Road, Sandton, Johannesburg, 2196

PO Box 61771, Marshalltown, 2107

www.mtnzakhelefuthi.co.za