



MTN Zakhele Futhi (RF) Limited

Ihlanganiswe eRiphabhulikhi

yaseNingizimu Afrika

(Inombolo yokubhalisa: 2016/268837/06)

JSE share code: MTNZF

ISIN: ZAE000279402

LEI: 378900429C4F73B1BE74

(MTNZakhele Futhi noma iNkampani)

ISAZISO SOMHLANGANO WAMINYAKA YONKE

Lo mqulu ubalulekile futhi udinga ukunankela kwakho okuphuthumayo

Uma unokungabaza ngokuthi isiphi isinyathelo okufanele usithathe, thintana nomthengisi wakho, umhlanganyeli we-central securities depository (CSDP), umeluleki wezomthetho, umuntu osebenza ebhange, umeluleki wezezimali, umgcini mabhuku noma omunye umeluleki owungoti ngokushesha.

Okufakwe kulo mqulu ilokhu:

- Isaziso somhlangano waminyaka yonke(AGM), sibeka izinqumo ezizophakanyiswa emhlanganweni, kanye namanothi achazayo.
- Amanothi anikeza iziqondiso ngokuthi ungahlanganyela kanjani kwi-AGM usebenzisa ubuchwepheshe atholakala ekhasini 66. Kukhona amanothi eziqondiso uma ufisa ukuba khona futhi uvote emhlanganweni (okuyinhloso eyenze kwafakwa ulwazi lokuxhumana ngobuchwepheshe kulomhlangano) noma ukuvota ngommeleli onegunya atholakala ekhasini 67 lalesi saziso.
- Ifomu lomemeleli onegunya elizosetshenziswa abanikazi bamasheya abane-MTN Zakhele Futhi amasheya ngendlela enesitifiketi noma erekhodwe ngofomu le-elektronikhi elibhaliswe ngaphansi "egameni labo".

Uma ulahle noma udlulisele wonke amasheya akho ku-MTN Zakhele Futhi, sicela uthumele lesi saziso se-AGM, ifomu lomemeleli onegunya namadokhumenti ahambisana nalesi sihloko, kumthengi noma odlulisele amasheya anjalo noma umthengisi, ibhange noma enye i-ejenti okudayiswe ngayo noma ukudlulisa, ukuze idluliselwe kumthengi noma odlulisayo.

Lo mqulu uyatholakala ngesiNgisi, isiZulu kanye neSotho kwiwebhusayithi yeNkampani ku-

<https://www.mtnzakhelefuthi.co.za>

/investor-relations ngaphansi kwengxenywe enesihloko esithi "Isaziso Somhlangano Waminyaka Yonke" kanti umbiko waminyaka yonke uyatholakala ku-<https://www.mtnzakhelefuthi.co.za/agm>

Abanimasheya bayelulekwa ukuthi njengoba i-AGM izobanjwa kusetshenziswa ubuchwepheshe, ngakho ukubakhona ngokoqobo ngeke kwenzeke, futhi i-AGM izotholakala kuphela ngokuxhumana kobuchwepheshe, njengoba kuvunyelwe yi-Listing Requirements (Listings Requirements) ye-JSE Limited (JSE) kanye nezinhlizozo zoMthetho Wezinkampani, No. echitshiyelwe (MOI).

Isaziso kubanimasheya

Isaziso sabanikazi bamasheya e-MTN Zakhele Futhi sokuthi, i-AGM yesi-9 yeNkampani izobanjwa ngokuphelele ngendlela yokuxhumana ngobuchwepheshe njengoba kuhlangezwe esigabeni 63(2)(a) soMthetho Wezinkampani ku-<https://mtnzakhelefuthi.vagm.africa> ngoMsombuluko, 19 May 2025 ngo-11:00 (isikhathi saseNingizimu Afrika), ukwenza lokhu: (i) ukucabangela futhi uma kubonakala kufaneleka ukudlula ngaphandle kokuthi kuguqulwe, izinqumo eziwayelekile nezikhethekile ezibekwe kulesi saziso se-AGM, ngendlela edingwa uMthetho Wezinkampani, njengoba ifundwa kanye ne-Listing Requirements kanye ne-MOI: kanye (ii) nokubhekana nezinye izindaba ngokusemthethweni ku-AGM.

Ibhodi labaqondisi beNkampani (Ibhodi), ngokuhambisana nesigaba 62(3)(a), esifundwa nesigaba 59 soMthetho Wezinkampani, libeke lezi zinsuku zamarekhodi ezilandelayo zokunquma ukufaneleka kwabanikazi bamasheya:

	Izinsuku zaseNingizimu Afrika
Usuku oluqoshiwe lokunquma ukuthi abaninimasheya kufanele bathole ngalo izaziso ze-AGM	NgoLwesihlanu, 4 Epreli 2025
Usuku lokuthumela isaziso se-AGM	NgoLwesihlanu, 11 Epreli 2025
Usuku lokugcina lokuhweba ukuze ufaneleke ukubamba iqhaza nasekuvoteni kwi-AGM	NgoLwesibili, 06 Meyi 2025
Qopha usuku ukuze ufaneleke ukubamba iqhaza ekuvoteni kwi-AGM	NgoLwesihlanu, 09 Meyi 2025
Amafomu omeleli onegunya azodluliselwa ngezinhloso zokuthi aphantswe kungakadluli ihora le-11:00 (isikhathi saseNingizimu Afrika)	NgoLwesihlanu, 16 Meyi 2025
i-AGM izoqala ngo-11:00 (isikhathi saseNingizimu Afrika)	NgoMsombuluko, 19 Meyi 2025
Imiphumela ye-AGM izokhululwa	NgoLwesibili, 20 Meyi 2025

Azinkho izitifiketi zesheya okufanele asulwe noma asuswe phakathi kukaLwesithathu, 7 Meyi 2025 kanye noLwesihlanu, 9 Meyi 2025, zombili izinsuku.

Ngenxa: (i) yokufinyeleleka kwabanikazi bamasheya ku-AGM ngohlelo lobugcwepheshe; kanye (ii) ne-MOI ye-MTN Zakhele Futhi evumela iNkampani ukuthi ibambe imihlangano yayo evamile kanye nama-AGM (njengoba kungaba njalo) enzeka ngokuphelele ngohlelo lokuxhumana ngobuchwepheshe njengoba kuhlangozwe esigabeni 63(2)(a) soMthetho Wezinkampani, Ibhodi, ngaphansi kwezimo, linqume ukuthi kuwukuhlakanipha futhi kuncono ukuthi i-AGM ezayo ibanjwe ngokuphelele ngohlelo lobuchwepheshe kunokuhlanganyela ngokoqobo. Ngokunjalo, i-AGM izotholakala kuphela ngohlelo lobuchwepheshe, njengoba kuvunyelwe yi-JSE nangokuhambisana nezinhlinzeko zoMthetho Wezinkampani kanye ne-MOI. Abaninimasheya bayoba nethuba lokuvota ngohlelo lobuchwepheshe lommeleli onegunya ngaphambi komhlangano, noma ngokuthumela amafomu abo omeleli onegunya, noma ukubamba iqhaza kanye/noma ukuvota kwi-inthanethi, besebenzisa i-smartphone yabo, ithebulethi noma ikhompyutha, kuncike ezinhlinzekweni ezisebenza kubanikazi bamasheya ababefake izicelo zokushintsha amasheya ababengabhalisanga ngamagama abo. Sicela ubheke emakhasini62 kuya ku-64 alesi saziso se-AGM ngemininingwane yokuthi ungabamba iqhaza kanjani emhlanganweni.

Uhlelo lobuchwepheshe lommeleli onegunya luzotholakala kusukela ngo-09:00 (isikhathi saseNingizimu Afrika) ngoLwesibili, 22 Epreli 2025.

Abaninimasheya bazobophezeleka ngokuhlangabezana nezindleko zabo zokuxhuma ngobuchwepheshe ukuze babambe iqhaza noma nokuvota kwi-AGM. Noma yiziphi izindleko ezinjalo ngeke zibe eze-akhawunti ye-JSE, iNkampani nanoma yimuphi umhlinzeki wesevisi ogcinwe ngerjongo yokusingatha kanye/noma ukusiza kwi-AGM ezobe yenziwa ngobuchwepheshe. Akekho noyedwa owe-JSE, weNkampani nanoma yimuphi umhlinzeki wesevisi onjalo ongathweswa icala esimweni sokulahlekelwa uxhumano lwenethiwekhi noma okunye ukwehluleka kwenethiwekhi ngenxa yokunganele kwe-airtime, ukungaxhumeki kahle kwi-inthanethi, umkhawulokudonsa we-inthanethi kanye/noma ukuphela kukagesi okuvimbela noma yimuphi umnininimasheya ukuba abambe iqhaza noma ukuvota ku-AGM.

Ukuhlonzwa kwababamba iqhaza emhlanganweni

Abaninimasheya bayelulekwa ukuthi ngokwesigaba 63(1) soMthetho Wezinkampani, noma yimuphi umuntu (okuhlanganisa nabammeleli abanegunya abaqokwe ngokufanelekile) othamela noma obambe iqhaza kwi-AGM kufanele ethule umazisi owanelisayo ngaphambi kokuba abe nelungelo lokuthumela noma lokubamba iqhaza futhi avote kwi-AGM. Inkampani isebenzisa amasevisi we-Ince Proprietary Limited ukuze ihlinzeke ngenkundla yokuvota kanye nokusakaza ngewebhusayithi, kanye nokuqinisekisa (ngokubonisana neNkampani futhi, ikakhulukazi, onobhala bokudlulisa imali beNkampani, i-Nedbank Limited (esebenza ngophiko lwayo lwebhizinisi lokuphatha i-Share Scheme Administration), kanye ne-CSDP yakho) umnininimasheya ngamunye unelungelo lokubamba iqhaza noma ukuvota kwi-AGM, ngaphambi kokunikeza izindlela zokufinyelela futhi uvote ngazo kwi-AGM.

Abaninimasheya bayelulekwa, futhi bagququzelwe kakhulu, ukuthi babambe iqhaza ku-AGM ngohlelo lobuchwepheshe ukuze kube lula ukuphatha, ukusebenzisa inkundla yommeleli eku-inthanethi njengoba kuvezwe kulesi saziso ngaphambi komhlangano, kuncike ezinhlinzekweni ezisebenza kubanikazi bamasheya abashintshe amasheya abo ngaphandle kokubhaliswa kwamagama abo.

UHLAKA

1. Isethulo sesitatimende sezimali zonyaka

Izitatimende zezimali zonyaka ezicwaningiwe zeNkampani (njengoba zigunyazwe iBhodi), okuhlenganisa umbiko wabaqondisi, umbiko wocwaningomabhuku, ubungozi kanye nombiko wekomidi lokuhambisana nomthetho kanye nombiko wabacwaningi-mabhuku abazimele wonyaka ophele zingama-31 kuDisemba 2024, zabelwe abaninimasheya njengoba kudingeka futhi zethulwa kubanikazi bamasheya kulo mhlango we-AGM njengoba kudingwa ngokwesigaba 61(8)(a) soMthetho Wezinkampani.

Izitatimende zezimali zonyaka eziphelele zibekwe emakhasini 1 kuya ku-53 ombiko wonyaka otholakala kusizindalwazi seNkampani ethi: www.mtnzakhelefuthi.co.za/investor-relations ngaphansi kwesigaba esinesihloko esithi Annual and Interim Financial Statements.

Uma ufunda izinqumo ezingezansi, sicela ubheke amanothi ezinqumo ze-AGM ekhasini 60.

2. IZINQUMO

2.1 Isinqumo 1.1 kuya ku-1.2

Ukuqokwa kwabaqondisi abahlalaphansi ngokushintshwa

UBelinda Mapongwana kanye noGrant Gelink bathatha umhlalaphansi ngokushintshana ngokwesigaba somthetho 24.7 se-MOI, esidinga ukuthi ibhodi yabaqondisi ingabi ngaphansi kwengxenywe eyodwa kwezintathu ku-AGM ngayinye. UBelinda Mapongwana noGrant Gelink, njengoba befanelekile, bazinikele ekukhethweni kabusha.

Isinqumo 1.1:

Ukuqokwa kuka Belinda Mapongwana njengomqondisi

UBelinda Mapongwana ungumuntu ozimele ongayena umqondisi oyilungu lesigungu esiphezulu. Umlando ophelele wakhe utholakala ekhasini 2 lombiko wonyaka.

"Kunqunywe ukuthi uBelinda Mapongwana, othatha umhlalaphansi ngokushintshwa futhi okufanelekayo nokulungele ukuthi angaqokwa kabusha, aqokwe kabusha njengomqondisi weNkampani."

Isinqumo 1.2:

Ukuqokwa kuka Grant Gelink njengomqondisi

UGrant Gelink ungumuntu ozimele ongayena umqondisi oyilungu lesigungu esiphezulu. Umlando ophelele wakhe utholakala ekhasini 3 lombiko wonyaka.

"Kunqunywe ukuthi uGrant Gelink, othatha umhlalaphansi ngokushintshwa futhi okufanelekayo nokulungele ukuthi angaqokwa kabusha, aqokwe kabusha njengomqondisi weNkampani."

Iphesenti lamalungelo okuvota adingekayo ukuze izinombolo zesinqumo esijwayelekile 1.1 kuya ku-1.2 zamukelwe zingaphezu kuka-50% (amaphesenti angamashumi amahlanu) wamalungelo okuvota asetshenziswa esinqumweni ngasinye.

2.2 Isinqumo 2.1 kuya ku-2.3

Ukuqokwa kwamalungu Ekomidi Yokucwaninga amabhuku kanye neZingoz

Isinqumo 2.1:

"Kunqunywe ukuthi, kuncike ekuphasisweni kwesinqumo esingunombolo 1.2, sokuthi uGrant Gelink aqokwe nanjengalungu lekomidi lokucwaningwa kwamabhuku, ubungozi kanye nokuthobelana kusukela ekupheleni kwalo mhlango ngokwesigaba 94(2) soMthetho Wezinkampani, kuze kube sekupheleni kwe-AGM elandelayo."

Isinqumo 2.2:

"Kunqunyelwe ukuthi u-Edward Pitsi aqokwe njengalungu lekomidi locwaningwa kwamabhuku, ubungozi kanye nokuthobelana nemithetho kusukela ekupheleni kwalo mhlango ngokwesigaba 94(2) soMthetho Wezinkampani, kuze kube sekupheleni kwe-AGM elandelayo."

Isinqumo 2.3:

"Kunqunyelwe ukuthi, kuncike ekuphasisweni kwesinqumo esingunombolo 1.1, sokuthi uBelinda Mapongwana aqokwe njengalungu lekomiti lokucwaninga amabhuku, ubungozi kanye nokuthobelana nemithetho, kusukela ekupheleni kwalo mhlango ngokwesigaba 94(2) soMthetho Wezinkampani, kuze kube sekupheleni kwe-AGM elandelayo."

Iphesenti lamalungelo okuvota adingekayo ukuze izinombolo zesinqumo esijwayelekile 2.1 kuya ku-2.3 zamukelwe zingaphezu kuka-50% (amaphesenti angamashumi amahlanu) wamalungelo okuvota asetshenziswa esinqumweni ngasinye.

2.3 Isinqumo 3:

Ukuqokwa kabusha kwabacwaningi mabhuku abazimele

"Kunqunywe ukuthi iSizwe Ntsaluba Gobodo Grant Thornton Inc. iphinde iqokwe njengomcwaningi mabhuku weNkampani kusukela ekupheleni kwalo mhlango kuze kube sekupheleni kwe-AGM elandelayo yeNkampani."

Iphesenti lamalungelo okuvota adingekayo ukuze izinombolo zesinqumo esijwayelekile 3 zamukelwe zingaphezu kuka-50% (amaphesenti angamashumi amahlanu) wamalungelo okuvota asetshenziswa kulesi sinqumo.

3. IZINQUMO EZIKHETHEKILE

3.1 Isinqumo esikhethekile 1

Iholo elihlongozwayo elikhokhelwa abaqondisi abangebona abesigungu esiphezulu

"Kungunywe ukuthi (i) ngokoMthetho Wezinkampani kanye nesigatshana 26 se-MOI nokuncike kwimibandela, imiholo yabaqondisi izoqala ngosuku okuphaziswa ngalo lesi sinqumo sibe ngendlela esivezwe ngayo ngezansi:

Ibhodi le-MTN Zakhele Futhi (RF) Limited

	Imali yonyaka yokugcinwa (ZAR)		Imali yokuhlanganyela (umhlangano ngamunye)
	Imali yekota yonyaka ngayinye ehlongozwayo	Isamba sonyaka	Imali yokuhlanganyela ehlongozwayo (umhlangano ngamunye)
Usihlalo	38 903	155 611	61 274
Ilungu	17 009	68 036	34 018

Kulindleleke ukuthi ibhodi lihlangane njalo ngekota.

Ikomidi lokucwaningwa kwamabhuku, izingozi kanye nokuthobelana

	Imali yonyaka yokugcinwa (ZAR)		Imali yokuhlanganyela (umhlangano ngamunye)
	Imali yekota yonyaka ngayinye ehlongozwayo	Isamba sonyaka	Imali yokuhlanganyela ehlongozwayo (umhlangano ngamunye)
Usihlalo	N/A	N/A	25 898
Ilungu	N/A	N/A	18 525

Kulindleleke ukuthi ikomidi lokucwaningwa kwamabhuku, izingozi kanye nokuthobelana lizohlangana okungenani kabili ngonyaka, ukuze libheke imiphumela yesikhashana kanye neyonyaka, futhi imali yokuhlanganyela kuphela ezokhokhwa.

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

Inali losuku/ihora (ZAR) ngaphandle uma kuboniswe ngenye indlela	Okuhlongozwayo
Imisebenzi Ekhethekile noma iphrojekthi ngosuku	14 827
Umsebenzi we-Ad hoc uhlanganisa imisebenzi ekhethekile kanye namaphrojekthi futhi kuhlanganise nemihlangano ebanjwa ngocingo (inani lehora)	1 853

- (i) Ngokuhambisana nesigatshana sama-26.2 se-MOI, abaqondisi bangakhokhelwa zonke izindleko ezifanele zokuhamba (okuhlanganisa namahhotela) ukuya nokubuya emihlanganweni yabaqondisi nabaninimasheya, futhi amalungu amakomiti eBhodi ayoba nelungelo lazo zonke izindleko ezifanele zokuhamba (okuhlanganisa namahhotela) ukuya nokubuya emihlanganweni yamalungu amakomiti ebhodi."

Lesi siphakamiso esibekwe esinqumweni esikhethekile esingunombolo 1, sihambisana nehlo elikhokhelwa abaqondisi abangeyona ingxenye yesigungu esiphezulu kanye nabanye abasezikhundleni ezingekho ngaphansi kweziphathimanda zezinye izinkampani zaseNingizimu Afrika futhi lokhu kumelela ukwenyuka ngo-4.4% emalini yangonyaka odlule. Ibhodi igunyaze lesi siphakamiso

Imiholo ebuyekeziwe ephakanyisiwe ibonakala ifanelekile futhi inokucabangela futhi ihambisana ngezinhloso zeNkampani

Iphesenti lamalungelo okuvota adingekayo ukuze kwamukelwe isinqumo esikhethekile soku-1 kufanele okungenani kube u-75% (amaphesenti angamashumi ayisikhombisa nanhlanu) wamavoti afakwe yibo bonke abaninimasheya abakhona mathupha, noma abamelwe ummeleli, ku-AGM.

3.2 Isinqumo esikhethekile 2

Usizo lwezezimali oluhlongozwa yiNkampani

"Kunqunywa ukuthi, ngokwezininga elidingwa isigaba sama-44 soMthetho Wezinkampani, iBhodi, kuncike ehambisaneni nezimfuneko zoMthetho Wezinkampani kanye ne-MOI, ligunyaze iNkampani ukuthi ihlinzeke ngosizo lwezezimali oluqondile noma olungaqondile ngendlela yokubolekisa, isiqinisekiso, ukuhlinzeka kwesibambiso noma ngenye indlela kunoma yimuphi umuntu (okuhlanganisa, ngaphandle komkhawulo, maqondana (i) nokuqhubeka kokufakwa ohlwini, ukudluliselwa, kanye, nokuphatha, Amasheya avamile eNkampani; noma (ii) ukukhulula ingxenye noma ngokugcwele ye-MTN Zakhele Futhi Scheme noma ukukhokhelwa kwazo zonke izingxenye zezibopho zoxhaso lwezezimali zeNkampani), ngenjongo, noma ngokuphathelene, nokutholwa kwamashya avamile

eNkampanini, lelo gunya lihlala isikhathi esiyiminyaka emibili kusukela ngosuku lwalesi sinqumo.”

Isinqumo esikhethekile esingunombolo 2 sigunyaza iBhodi ukuthi linikeze izinxephezelo noma olunye usizo lwezezimali kunoma yimuphi umuntu, okuhlanganisa, kodwa kungacini nje, (i) noma iyiphi inhlangotho eqokwe yiNkampani njengomgcinini wamasheya avamile aphelelwe amandla eNkampani kanye nokwenza lula ukuhwebelana noma ukudluliswa kwamasheya avamile eNkampani ku-JSE, i-JSE, nabanye abathintekayo ezimakethe zezimali, abahlinzeki bomsebenzi oqhubekayo wokuhwebelana ezimakethe. noma ukudluliswa kwamasheya ajwayelekile eNkampani; kanye (ii) nanoma yimuphi umhlinzeki wesevisi oqokwe yiNkampani ukuze athole noma aqhubekisele phambili ingxenye noma ngokugcwele i-MTN Zakhele Futhi Scheme

kanye nokukhokhelwa kwazo zonke iziyiphi ngxenywe yezibopho zoxhaso lwezimali zeNkampani, esimweni ngasinye, okungase kuphumele ekutheni iNkampani inikeze usizo lwezezimali oluqondile noma olungaqondile ngokwenzazelo yesigaba 44 soMthetho Wezinkampani.

Lesi sinqumo esingenhla sigunyaza lbhodi ukuthi linikeze lolo sizo lwezezimali ngenjongo, noma mayelana, nokutholwa kwamashya avamile eNkampanini, kuncike ekuthotshelweni kwezidingo ze-MOI kanye noMthetho Wezinkampani.

Iphesenti lamalungelo okuvota adingekayo ukuze kwamukelwe isinqumo esikhethekile esingunombolo 2 liyoba njengesinqumo esikhethekile ngaphansi koMthetho Wezinkampani, u-75% wamalungelo okuvota asetshenziswa esinqumweni esikhethekile esingunombolo 2 yibo bonke abanikazi bamashya eNkampani (zonke izigaba ziyavota).

Isikhathi sokusebenza kwezinqumo

Ngaphandle uma kuchazwe ngendlela ehlukile, zonke izinqumo zizosebenza ngokushesha uma sezivunye iningi elidingekayo labanikazi bamashya.

Izindlela zokuvota

Ukuvota kwi-AGM kuzokwenzeka ngohlelo lobuchwepheshe. Isevisi yokuvota ngohlelo lobuchwepheshe luzotholaka oluzokwenza ukuthi bonke abanikazimashya abafanelekayo bavote emhlanganweni, kuncike ezinhlinzekweni ezisebenza kubanikazi bamashya abashintshe ngaphandle kodwa bengabhalisanga ngamagama abo. Kuzosetshenziswa i-poll ukuze kuqoqwe wonke amavoti. Ababhalisi bazohlona ubunikazi bamashya bomuntu ngamunye kusukela ngosuku lokuvota lwe-AGM ukuze inani lamavoti umninimashya ngamunye anawo emhlanganweni lizoxhunyaniswa nenani lamavoti umninimashya ngamunye azokwazi ukuwasebenzisa emhlanganweni. Abanikazi bamashya abagcwalise futhi babuyisela amafomu ommeleli, okuhlenganisa nanoma yimuphi ummeleli obhalise ngenkundla yommeleli we-inthanethi ngeke kudingeke ukuthi bavote emhlanganweni. Inqubo yokuvota yabaninimashya abakhetha ukubamba iqhaza ngohlelo lobuchwepheshe ichazwe kumhlahlandlela wabaninimashya ku-inthanethi ekhasini 62. Abaninimashya bayakhuthazwa ukuthi babambe iqhaza futhi basebenzise uhlobo lommeleli noma isevisi yokuvota ku-inthanethi ukuze baqinisekise ukuthi wonke amavoti abaninimashya ayabalwa, kuncike ezinhlinzekweni ezisebenza kubanikazi bamashya abenze ushintsho kumashya wabo kodwa bengabhalisanga kwamagama abo.

Ukuvota kanye nabammeleli abanegunya

Abanikazi bamashya abaqinisekisiwe kanye nabanikazi bamashya abancishisiwe abanamashya abo ngokubhaliswa "kwamagama abo" abanelungelo lokuthamela futhi bavote emhlanganweni bangaqoka umuntu oyedwa noma ngaphezulu njengabammeleli ukuba bathamele, babambe iqhaza futhi bavote esikhundleni sabo. Ummeleli onegunya akudingeki ukuthi abe umninimashya kwiNkampani kokdwa umuntu ozimele. Ukuqokwa kommeleli angeke kuvimbele umninimashya oqoke lowo mmeleli ukuthi athamele i-AGM nokubamba iqhaza nokuvota mathupha ngaleso sikhathi ngaphandle kwanoma yimuphi ummeleli onjalo. Ifomu lommeleli onegunya elizosetshenziswa emhlanganweni linamathiselwe futhi kufanele lihanjise yibo bonke abantu abakhona njengabammeleli, kanye nekhophi eqinisekisiwe ye-ID yaseNingizimu Afrika yomninimashya kanye nommeleli.

Ithuluzi eligcwalise ngokugcwele eliqoka ummeleli kanye negunya, uma likhona, elisayinwe ngaphansi kwalo kufanele lifakwe abaninimashya konobhala bokudluliselwa kwezimali beNkampani, iNedbank Limited, besebenza ngophiko lwebhizinisi lwayo lwe-Share Scheme Administration, inombolo yokubhalisa: 1951/000009/06, ku-135 Rivonia Road, Sandown, Johannesburg, nge-imeyili: 2193 noma nge-imeyili ku-ssa-2193 zakhelefuthi@Nedbank.co.za ngaphambi kokuqala komhlangano ozoba ngo-11:00 (ngesikhathi saseNingizimu Afrika) ngoMsombuluko, 19 Meyi 2025 futhi ngezinjongo zokuphatha abanikazi bamashya bayacelwa ukuthi bawafake wonke lawo maphepha lingakashayi ihora le-11:00 (ngesikhathi saseNingizimu Afrika) ngoLwesihlanu, 16 Meyi 2025. Igama kanye neminingwane yekheli labonobhala bokudlulisa abhalwa ngemuva kwefomu lommeleli.

Ukunaka kwabaninimashya kuqondiswe kumanothi engeziwe aqukethwe ngendlela yommeleli efakwe kulesi saziso ekhasini 63. Ifomu elinamathiselwe lommeleli linikezwa abaninimashya ukuze kube lula ngabo. Abaninimashya abaphoqelekile ukusebenzisa ifomu elinamathiselwe futhi bangaqoka ummeleli ngokubhala ngaphansi kwesigaba 58 soMthetho Wezinkampani. Isifinyezo sezinhlinzeko zalesi sigaba sifakiwe kusithasiselo sesaziso se-AGM.

Abanikazi bamashya ancishisiwe ngaphandle kokubhaliswa kwamagama abo kufanele batshele i-CSDP yabo, umdayisi noma abaqokile ukuthi bafisa ukuvota kanjani. Izinyalezo zokuvota kufanele zifike ku-CSDP, kumdayisi noma oqokile ngesikhathi esanele ukuze kuvunyelwe i-CSDP, umdayisi noma oqokile ukuba elule iNkampani noma onobhala bokudlulisa imali beNkampani, i-Nedbank Limited (esebenza ngophiko lwayo lwe-Share Scheme Administration) ngeziyalezo zabo kungakeluli u-11:00 (ngesikhathi saseNingizimu Afrika) ngoLwesihlanu, 16 Meyi 2025, ngezinjongo zokuphatha.

Abanikazi bamashya ancishisiwe ngaphandle kokubhaliswa kwamagama abo abafisa ukuba khona, ukubamba iqhaza ngohlelo lobuchwepheshe noma ukuvota ku-AGM kudingeka ukuthi baqale bathinte i-CSDP yabo, umdayisi wabo noma abaqokile ukuba babanikeze izincwadi ezidingekayo zokumelela ngokwesivumelwano sokuginwa kwempahla esiphakathi komnikazi wamasheya kanye ne-CSDP yakhe, umdayisi noma oqokile ukuba benze kanjalo. Ngezinjongo zokuphatha, abaninimashya bayacelwa ukuthi bafake izincwadi zokumelela kubabhalisi beNkampani lingakashayi ihora le-11:00 (isikhathi saseNingizimu Afrika) ngoLwesihlanu, 16 Meyi 2025.

Ngokuqondiswa iBhodi

uBelinda Mapongwana

Usihlalo: IBhodi labaqondisi 09

Epreli 2025

Ikheli lebhizinisi kanye nehovisi elibhaliswe
135 Rivonia Road
Sandown
Johannesburg
2193

**Omabhalane bokudluliselwa kwezimali kanye nokuxhumana
nabanikazi bamasheya iNedbank Limited, esebenza
ngophiko lwebhizinisi lokuphatha i-Share Scheme
Administration**
(Inombolo yokubhalisa: 1951/000009/06)
135 Rivonia Road
Sandown, Johannesburg, 2193
Ucingo: +27 83 900 6863
I-imeyili: ssa-zakhelefuthi@Nedbank.co.za

Amanothi achazayo ezinqumo eziphakanyiswe eMhlanganweni Waminyaka Yonke weNkampani

wonyaka ophela ngo-31 Disemba 2024

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

Ukuqokwa kabusha kwabaqondisi abathatha umhlalaphansi ngokushintshana ku-AGM - inombolo yesinqumo

esijwayelekile 1.1 kuya ku-1.2

Izigatshana 24.7 kanye no-24.8 ze-MOI, phakathi kokunye, zidinga abaqondisi abangekho ngaphansi kwengxenywe eyodwa kwezintathu (okuhlanganisa nabaqondisi Abaqoqiwe be-MTN Group), ukuba bashiye isikhundla ekupheleni kwe-AGM ngayinye futhi labo baqondisi, abafaneleka ukuphinde bakhethwe, ukuba baphinde bakhethwe ngabaninimasheya.

UBelinda Mapongwana kanye noGrant Gelink sebethathe umhlalaphansi ngokushintshana ngokwe-MOI futhi, ngenxa yokufaneleka, bazinikela ekukhethweni kabusha njengabaqondisi beNkampani. Iminingwane yomlando wabo ichazwe emakhasini 2 kuya ku-3.

Ukukhethwa kwekomidi lokucwaningwa kwamabhuku - izinombolo zesinqumo esijwayelekile 2.1 kuya ku-2.3

Isigaba 94 soMthetho Wezinkampani, sidinga, phakathi kokunye, ukuthi ku-AGM ngayinye yenkampani yomphakathi abaninimasheya bakhethe ikomidi lokucwaningwa elinamalungu okungenani amathathu angewona abaqondisi abakhulu beNkampani. Umthethonqubo 42 Wemithethonqubo Yezinkampani, 2011 udinga ukuthi, okungenani ingxenywe eyodwa kwezintathu yamalungu ekomidi lokucwaningwa kwamabhuku leNkampani nganoma yisiphi isikhathi kufanele abe neziqo zemfundo, noma ulwazi, kwezomnotho, ezomthetho, ekuphathweni kwebhizinisi, ezezimali, ezohwebo, imboni, izindaba zomphakathi noma ukuphathwa kwezabasebenzi. Ibhodi selibuyekeze ukwakheka kwekomidi lokucwaningwa kwamabhuku, ubungozi kanye nokuthobelana nezidingo zoMthetho Wezinkampani futhi liqinisekise ukuthi ikomidi liyahambisana nezidingo zokulawula ezifanele kanye nokuthi amalungu anolwazi oludingekayo, amakhono kanye nolwazi oludingekayo ukuze ikomidi likwazi ukwenza imisebenzi yalo ngokwalezi zidingo. Ngakho iBhodi lihambisana nokukhethwa kwamalungu aphakanyiswe ezinqumweni ezijwayelekile ezinombolweni 2.1 kuya ku-2.3.

Ukuqokwa kabusha kwabacwaningi mabhuku abazimele – inombolo yesinqumo esijwayelekile 3

Isigaba 90(1) soMthetho Wezinkampani sidinga inkampani yomphakathi ukuthi iqoke umcwaningi mabhuku minyaka yonke ku-AGM yayo. Ikomidi lokucwaningwa kwamabhuku, ubungozi kanye nokuthobelana nemithetho licubungule ukuzimela kwabacwaningi mabhuku abazimele phakathi nonyaka futhi lahlola amakhono, ukubika kanye nokusebenza kweSizwe Ntsaluba Gobodo Grant Thornton Inc. (njengabacwaningi bamabhuku abazimele) futhi uzenelise ukuthi abacwaningi mabhuku abazimele bathobela izidingo zesigaba 90(2) kanye nesama-90(3) soMthetho Wezinkampani kanye nesigaba 22 se-Listing Requirements, futhi ngokufanele batusa ukuqokwa kwabo kabusha njengabahloli bamabhuku bangaphandle beNkampani.

Iholo elikhokhelwa abaqondisi – inombolo yesinqumo esikhethekile 1

Ngokwezigaba 66(8) kanye no (9) zoMthetho Wezinkampani, iNkampani ingaholela abaqondisi bayo ngemisebenzi yabo njengabaqondisi kuphela ngokuvumelana nesinqumo esikhethekile esivunye abaninimasheya phakathi neminyaka emibili edlule. Ngokwesigatshana 26.1 se-MOI, abaqondisi banelungelo lokuthola iholo njengoba abanikazi bamasheya beNkampani emhlanganweni omkhulu benganquma ngezikhathi ezithile, kodwa kuncike emikhawulweni yezindleko zokuphatha esebenza eNkampanini ngaphansi kwesigatshana 3 seSijobelelo A se-MOI, kanye Nemibhalo Yokuwebelana (njengoba ichazwe ku-MOI). Ukwengeza, ngokwesigatshana 26.2 se-MOI, abaqondisi bazokhokhelwa zonke izindleko ezifanele zokuhamba (okuhlanganisa namahhotela) ukuya nokubuya emihlanganweni yabaqondisi nabaninimasheya, futhi amalungu amakomiti ebhodi ayoba nelungelo lazo zonke izindleko ezifanele zokuhamba (kuhlanganise namahhotela) ukuya nokubuya emihlanganweni yamalungu amakomiti ebhodi.

Inombolo yesinqumo esikhethekile 1 ihlongozwa ukuze kuhambisane nezidingo zoMthetho Wezinkampani kanye ne-MOI. Amanani okukhulunywe ngawo kulesi sinqumo esikhethekile esingunombolo 1 akhethiwe ukuze kuqinisekise ukuthi iholo labaqondisi lihlala lincintisana ukuze iNkampani ikwazi ukugcina futhi ihehe abantu abaseqophelweni eliphezulu, abanamakhono afanele, amakhono nolwazi oludingekayo ukuze yenze umnikelo ophusile eNkampanini.

Usizo lwezezimali oluhlongozwa yiNkampani - Inombolo yesinqumo esikhethekile 2

Maqondana neqhaza le-Singular Systems Proprietary Limited ("i-Singular") njengebhizinisi elihwebayo kanye nokugcinwa kwabanikazi bamasheya avamile eNkampani (kuhlanganise nalawo masheya aphethwe abaninimasheya abakhetha ukusebenzisa inqubo yokuhweba elula eyasungulwa yiNkampani ngesikhathi sokufakwa uhlu lwamasheya ajwayelekile eNkampani ku-JSE 2019 ngo-2019 Novemba) Ukuhweba okuthuthukisiwe noma izinqubo zokudlulisa, iNkampani kuyodingeka ukuthi ikhokhe izimali nezindleko, inikeze izinxephezelo kanye nolunye usizo lwezezimali ezinhlakeni ezihlukene, okuhlanganisa kodwa kungagcini ku-Singular, i-JSE, ababambiqhaza bemakethe abafanelekile (kuhlanganise namalungu e-JSE, abanikazi ababhalisiwe bamasheya avamile eNkampani, abahlanganyeli be-central securities depository kanye nabanye abahlinzeki besevisi abafanelekile. Ngaphezu kwalokho, ukuze kuqaliswe ukuhoxiswa okuyingxenywe noma okugcwele kwe-MTN Zakhele Futhi Scheme noma ukukhokhelwa kwazo zonke izingxenywe zezibopho zoxhaso lwezezimali zeNkampani ngaphambi kosuku lokuvuthwa okuhleliwe kwe-Scheme (okuba 23 Novemba 2027), iNkampani kuyodingeka ukuthi iqoke oyedwa noma ngaphezulu kubahlinzeki besevisi ukuze inikeze lowo msebenzi

futhi okuzodinga ukukhokhelwa kwezindleko. Izimo eziphawulwe ngenhla zingase zibangele ukuthi Inkampani inikeze usizo lwezezimali oluqondile noma olungaqondile ngokwesigaba 44 soMthetho Wezinkampani.

Isinqumo esikhethekile esingunombolo 2 sigunyaza ibhodi ukuthi linikeze lolo sizo lwezezimali ngenjongo, noma ngokuphathelene, nokutholwa kwamashaya avamile eNkampanini, kuncike ekuthotshelweni kwezidingo ze-MOI kanye noMthetho Wezinkampani.

Isigaba 44 soMthetho Wezinkampani sihlinzeka, phakathi kokunye, ukuthi lolo sizo lwezezimali oluqondile noma olunqondile kufanele luhlizekwe kuphela ngokulandela isinqumo esikhethekile sabaninimasheya, esamukelwe phakathi neminyaka emibili edlule, esagunyaza lolo sizo lwezezimali kumamukeli othile noma ngokwesigaba salabo abangase babe abamukeli kanye nomamukeli othile owela ngaphansi kwaleso sigaba futhi ibhodi kufanele laneliseke ukuthi (i) ngokushesha ngemva kokunikeza usizo lwezezimali, Inkampani izokwanelisa ukuhlolwa kwe-solvency kanye ne- liquidity ehlinzekwe esigabeni 4 soMthetho Wezinkampani; kanye nokuthi (ii) imibandela ehlongozwayo ukuba kunikezwe ngayo usizo lwezezimali ifanelekile futhi iyahambisana nalokho okufunwa iNkampanini.

Isithasiselo Somhlangano Waminyaka Yonke

wonyaka ophela ngo-31 Disemba 2024

Amanothi abalulekile mayelana

Nomhlangano Waminyaka Yonke

kanye nesikhathi

Umhlangano uzobanjwa ngohlelo lobuchwepheshe ngoMsombuluko, 19 Meyi 2025 ku-<https://mtnzakhelefuthi.vagm.africa> futhi uzoqala ngo-11:00 (ngokwesikhathi saseNingizimu Afrika).

Abanimasheya bengakwazi ukuthamela i-AGM besebenzisa uhlelo lobuchwepheshe kodwa kuzodingeka ukuthi babhalise kusengaphambili, kuncike ezinhlinzekweni ezisebenza kubanikazi bamasheya abanciphise amasheya ngaphandle kokubhaliswa kwamagama abo. Imininingwane mayelana nokuthi ungathamela kanjani umhlangano usebenzisa uhlelo lobuchwepheshe ingatholakala ekhasini 64 lalesi saziso.

Amasevisi okuhumusha

Sicela wazi ukuthi umhlangano uzohunyushwa ngesiZulu kanye nesiSuthu. Lo mqulu uzotholakala ngesiZulu kanye nesiSuthu kwiwebhusayithi yenkampani ethi <https://www.mtnzakhelefuthi.co.za/investor-relations> ngaphansi kwengxenye enesihloko esithi "Notice to Annual General Meetings" ekupheleni kuka Epreli 2025.

Imibuzo

Noma yimuphi umnininimasheya onezinkinga noma imibuzo mayelana ne-AGM noma okungenhla uyamenywa ukuthi athinte umthengisi wamasheya (kwi-Singular Systems) ku- +27 83 900 6863. Izingcingo ziyaqashwa ukuze kuqinisekise ukuthi zisezingeni elifanele.

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

Isifinyezo samalungelo asebenzayo esisungulwe esigabeni 58 soMthetho Wezinkampani onguNombolo 71 wezi-2008, njengoba uchitshiyelwe.

Ngokwezinhloso zalesi sifinyezo, igama elithi “umninimasheya” liyoba nencazelo ehambisana nalokho esigabeni 57(1) soMthetho Wezinkampani.

1. Noma nini, umninimasheya wenkampani unelungelo lokuqoka noma yimuphi umuntu, kuhlenganisa nomuntu ongeyena umnikazi wamasheya waleyo nkampani, njengommeleli ozobamba iqhaza, akhulume futhi avote emhlanganweni wabaninimasheya egameni lomnikazi wamasheya.
2. Ukuqokwa kommeleli kufanele kubhalwe phansi, kube nosuku futhi kusayinwe umninimasheya ofanele.
3. Ngaphandle kwalapho imemorandamu yokufakwa kwenkampani inikeza okuhlukile –
 - 3.1 umninimasheya wenkampani ethintekayo angaqoka abantu ababili noma ngaphezulu ngesikhathi esisodwa njengabameleli, futhi angaqoka abameleli abangaphezu koyedwa ukusebenzisa amalungelo okuvota ahambisana nezibambiso ezihlukene eziphethwe yilowo mninimasheya; futhi
 - 3.2 ikhophi yethuluzi eliqoka ummeleli kufanele ilethwe enkampanini efanele, noma kunoma yimuphi omunye umuntu egameni lenkampani efanele, ngaphambi kokuba ummeli asebenzise noma yimaphi amalungelo omninimasheya emhlanganweni wabaninimasheya.
4. Kungakhathalekile ukuthi hlobo luni lwethuluzi elisetshenziswe ukuqoka ummeleli –
 - 4.1 ukuqokwa kommeleli kuyamiswa noma ngasiphi isikhathi kuze kufike ezingeni lapho umninimasheya oqoke lowo mmeleli, ekhetha ukwenza okuthile mathupha ekusebenziseni noma yimaphi amalungelo njengomnikazi wamasheya wenkampani efanele; futhi
 - 4.2 uma ithuluzi elisetshenziswe ukuqoka ummeleli lihoxiswa, umninimasheya angase ahoxise ukuqokwa kommeleli ngokukhansela ngokubhala, noma ngokwenza ukuqokwa okungahambisani kwakamuva kommeleli, nokuletha ikhophi yethuluzi lokuhoxisa kummeleli kanye nenkampani efanele.
5. Ukuhoxiswa kokuqokwa kommeleli kuhlenganisa ukwesulwa okuphelele nokokugcinwa kwegunya lommeleli ukuthi enze okuthile egameni labanikazi bamasheya ofanele kusukela ekupheleni kosuku -
 - 5.1 okushiwo kuthuluzi lokuhoxisa, uma likhona; noma
 - 5.2 lapho ithuluzi lokuhoxisa lilethwa kummeleli kanye nenkampani efanele njengoba kudingwa isigabeni 58(4)(c)(ii) soMthetho Wezinkampani.
6. Uma kwenzeka ithuluzi eliqoka ummeleli noma abameleli lilethiwe enkampanini ethintekayo, uma nje lokho kuqokwa kusasebenza, noma yisiphi isaziso esidingwa uMthetho Wezinkampani noma imemorandamu yenkampani efanele yokwesekwa ukuze silethwe yileyo nkampani kumnikazi wamasheya kufanele sihanjiswa yileyo nkampani ku—
 - 6.1 kumninimasheya, noma
 - 6.2 ummeleli noma abameleli uma umninimasheya ebhale phansi inkampani efanele ukuba yenze njalo futhi ukhokhe noma iyiphi imali efanelekile kwinkampani ngokwenza lokho.
7. Ummeleli unegunya lokusebenzisa, noma ukugodla ekusebenziseni, noma yiliphi ilungelo lokuvota labanikazi bamasheya abafanele ngaphandle kwesiqondiso, ngaphandle kwalapho imemorandamu yokufakwa kwenkampani ethintekayo noma ithuluzi eliqoka ummeleli linikeza okuhlukile.
8. Uma inkampani ikhipha isimemo kubanikazi bamasheya ukuthi baqoke umuntu oyedwa noma ngaphezulu abaqanjwe inkampani enjalo njengommeleli, noma inikeze uhlobo lwethuluzi lokuqoka ummeleli -
 - 8.1 lesi simemo kufanele sithunyelwe kubo bonke abaninimasheya abanegunya lokuthola isaziso somhlangano lapho kuhloswe ukusebenzisa ummeleli;
 - 8.2 inkampani akumele ifune ukuthi kuqokwe ummeleli ngendlela engenakuguqulwa; futhi
 - 8.3 ukuqokwa kommeleli kuhlala kusebenza kuphela kuze kube sekupheleni komhlangano ofanele obekuhloswe ukuthi kusetshenziswe kuwo, ngaphandle uma kuhoxisiwe njengoba kuhlongozwe esigabeni 58(5) soMthetho Wezinkampani.

Ungabamba kanjani iqhaza kuMhlangano Waminyaka Yonke

Abanikazi bamasheya ababhalisiwe abanezitifiketi nabanciphise amasheya bangalandela inqubo echazwe ngezansi.

Abanikazi bamasheya ancishisiwe ngaphandle kokubhaliswa kwamagama abo abafisa ukuba khona, ukubamba iqhaza ngohlelo lobuchwepheshe noma ukuvota ku-AGM kudingeka ukuthi baqale baxhumane noma bayale i-CSDP yabo, umdayisi noma abaqokiwe ukuthi babanikeze izincwadi ezidingekayo zokumelela ngokwesivumelwano sokugcinwa kwempahla esiphakathi kwabanikazi bamasheya abawanciphise kanye ne-CSDP yabo, umdayisi noma oqokiwe ngaphambi kokufinyelela lesi sikhungo esingezansi ukwenza kanjalo. Ngezinjongo zokuphatha, abaninimasheya bayacelwa ukuthi bafake izincwadi zokumelela kubabhalisi beNkampani lingakashayi ihora le-11:00 (isikhathi saseNingizimu Afrika) ngoLwesihlanu, 16 Meyi 2025.

Abanikazi bamasheya ancishisiwe ngaphandle kokubhaliswa kwamagama abo abangathandi ukuhambela umhlangano kufanele batshele i-CSDP yabo, umdayisi noma abaqokile ukuthi bafisa ukuvota kanjani. Iziqondiso zokuvota kufanele zifike ku-CSDP, kumdayisi noma oqokiwe ngesikhathi esanele ukuze kuvunyelwe i-CSDP, umdayisi noma oqokiwe ukuba elule iNkampani noma onobhala bokudlulisa imali beNkampani, i-Nedbank Limited (esebenza ngophiko lwayo lwe-Share Scheme Administration) ngeziyalezo zabo kungakadluli u-11:00 (ngesikhathi saseNingizimu Afrika) ngoLwesihlanu, 16 May 2025, ngezinjongo zokuphatha. Abanikazi bamasheya abangenawo ukubhaliswa kwamagama abo abangathandi ukuhambela i-AGM akumele bagcwalise Ifomu Lommeleli.

Sikhuthaza abaninimasheya ukuthi basebenzise izevisi yommeleli ukuze bavote ngaphambi komhlangano, noma babambe iqhaza futhi bavote phakathi nomhlangano owenzeka ngohlelo lobuchwepheshe besebenzisa i-smartphone, ithebhulethi noma ikhompuyutha yabo.

Abaninimasheya abangakwazi ukwethamela i-AGM, ngokusebenzisa i-inthanethi, ngaphambi kokuqala komhlangano, bavote ezinqumweni ezibekwe ekhasini 65 kanye nasekhasini 66 ngokuthi:

- bagcwalise baphinde babuyisele Ifomu Lokubamba elinamathiselwe kulesi saziso ekhasini 65 kanye nekhasi 66; noma
- ukuqoka ummeleli ozothamela esikhundleni sabo; noma
- befake amavoti abo nge-inthanethi enkundleni yabameleli noma inkundla ye-USSD.

Abanamasheya bathunyelwa ngezansi ukuze bathole imininingwane yokuthi bangabhalisa kanjani kwi-AGM futhi balethe Ifomu labo Lommeleli.

Bathumele Ifomu labo Lommeleli ngokusebenzisa uhlelo okusebenza kalula lwe-inthanethi ukuze baqoke ummeleli ozovotela ku-AGM egameni labo.



I-AGM

Ngena ku-

<https://mtnzakhelefuthi.vagm.africa> Umhlahlandlela ekwi-inthanethi

iyatholakala ukuze uyilande futhi ingafinyelelwa ku-

<https://www.mtnzakhelefuthi.co.za/home/agm> kusukela NgoLwesihlanu, 11 Epreli 2025

Isikhungo se-inthanethi sizotholakala kusukela ngo-09:00 (isikhathi saseNingizimu Afrika) ngoLwesibili, 22 Epreli 2025; noma



Gcwalisa Ifomu Lommeleli usebenzisa idivayisi yabo ephathwayo ngokushayela u-*120*0130# uqoke ummeleli ozothamela i-AGM

Umhlahlandlela we-USSD uyatholakala ukuze udawunilodwe futhi ungatholakala ku

<https://www.mtnzakhelefuthi.co.za/home/agm> kusukela ngoLwesihlanu, 11 April 2025

Isikhungo se-USSD sizotholakala kusukela ngo-09:00 (isikhathi saseNingizimu Afrika) ngoLwesibili, 22



Epreli 2025; noma Gcwalisa Amafomu Ommeleli aqukethwe eSazisweni se-AGM

Lawa mafomu avela ekhasini 63 kuya ekhasini 65 leSaziso se-AGM

Abaninimasheya bangakwazi futhi ukuthamela i-AGM ngokungena kwi-inthanethi futhi kuzodingeka bangene ku-<https://mtzakhelefuthi.vagm.africa> besebenzisa inombolo yabo kamazisi yaseNingizimu Afrika kanye nephinikhodi ye-One Time Pin abanikezwe yona.

Kufanele igcwaliswe ngabanikazi bamasheya abanezitifiketi kanye nabanikazi bamasheya abangenayo impahla ngokubhaliswa 'kwamagama' kuphela.



MTN Zakhele Futhi (RF) Limited

Ihlanganiswe eRiphabhulikhi

yaseNingizimu Afrika

(Inombolo yokubhalisa:
2016/268837/06)

Ikhodi yesheya le-JSE:

MTNZF ISIN:

ZAE000279402

LEI: 378900429C4F73B1BE74

(MTN Zakhele Futhi noma iNkampani)

IFOMU LOMMELELI

Izosetshenziswa emhlanganweni waminyaka yonke (AGM) ozoba lapha cishe ku-<https://mtnzakhelefuthi.vagm.africa> ngo-11:00 (isikhathi saseNingizimu Afrika) ngoMsombuluko, 19 Meyi 2025. Ukuze uthole usizo lokugcwalisa ifomu lommeleli, sicela uthinte Amasevisi Abanikazi Bamasheya be-MTNZF ku- +27 83 900 6863. Umnikazi wamasheya (okuhlanganisa abanikazi bamasheya abanezitifiketi kanye nabanikazi bamash ancishisiwe) unelungelo lokuthamela futhi bavote ku-AGM bangaqoka ummeleli oyedwa noma ngaphezulu ukuthi abe khona, avote futhi akhulume esikhundleni sakhe ku-AGM. Ummeleli akudingeki abe umnikazi wamasheya weNkampani kodwa kufanele kube umuntu oyedwa.

Mina/Thina

Inombolo kamazisi/Inombolo yokubhalisa: _____ ka _____

sihlalo weNkampani noma uma ehluleka usihlalo womhlangano njengommeleli wami/wethu ukuthi asivotele egameni lami/lethu ku-AGM yeNkampani ezokuba se-<https://mtnzakhelefuthi.vagm.africa> ngoMsombuluko, 19 Meyi 2025 ngo-11:00 (isikhathi saseNingizimu Afrika) ngenhloso yokuphaphisa, isinqumo, noma ukucutshungulwa, noma kuphakanyiswe ngaleso sikhathi nanoma ikuphi ukuhlehliswa kokuvotela noma ngokumelene nezinqumo kanye ukugodla ukuvota maqondana namasheya emali yesabelo esikhishiwe seNkampani ebhaliswe egameni lami/lethu ngale ndlela elandelayo:

	Ngijavu melana**	Angivumelani**	Ngigodla ivoti lami**
IZINQUMO			
Inqumo 1.1: Ukuqokwa kuka Belinda Mapongwana njengomqondisi			
Inqumo 1.2: Ukuqokwa kuka Grant Gelink njengomqondisi			

Inqumo 2.1:Ukuqokwa kuka Grant Gelink njengelungu lekomidi lokucwaningwa kwamabhuku ubungozi kanye nokuthobelana nemithetho			
Inqumo 2.2:Ukuqokwa kuka Edward Pitsi njengelungu lekomidi lokucwaningwa kwamabhuku ubungozi kanye nokuthobelana nemithetho			
Inqumo 2.3:Ukuqokwa kuka Belinda Mapongwana njengelungu lekomidi lokucwaningwa kwamabhuku ubungozi kanye nokuthobelana nemithetho			
Inqumo 3: Ukuqokwa kabusha kwabacwaningi mabhuku abazimele			
IZINQUMO EZIKHETHEKILE			
Inqumo esikhethekile 1: Iholo elihlongozwayo elikhokhelwa abaqondisi abangebona			

abesigungu esiphezulu			
Isinqumo esikhethekile 2: Usizo lwezezimali oluhlongozwa yiNkampani			

****Maka ngokusebenzisa u-X kulokho ohambisana nakho. Ngaphandle uma kuvezwe ngenye indlela, ummeleli uzovota noma angavoti ngokwendlela abona ifanelekile ngokuvumelana nezifiso zomninimasheya. Ummeleli angahle futhi avote noma angavoti ngokuvumelana nanoma ikuphi okushiwo emhlanganweni uma ekubona kufaneleka lokho.**

Noma imuphi umninimasheya unelungelo lokuthamela nokuvota emhlanganweni, uphinde abanelungelo lokuqoka ummeleli noma abameleli ukuba bakhulume futhi bavote esikhundleni sakhe. Ummeleli oqokiwe akudingeki ukuthi abe umninimasheya kodwa angaba umuntu nje ozimele.

Sicela ufunde amanothi angemuva lapha.

Isayinwe e-	ngomhlaka-	2025
Amagama aphelele	(bhala ngamagama amakhulu)	
Sayina		
Ikheli		
Usizwe ngu- (umuntu okuqaphile)	usuku	

Uma usayina esikhundleni sokuba ummeleli, sicela ubheke amanothi abameleli ekhasini elingemuva.

Sicela uqaphele ukuthi ummeleli noma abameleli abathamela umhlangano esikhundleni somninimasheya obhalisiwe angeke bavunyelwe ukuvota esikhundleni somninimasheya ngaphandle uma bephethe ifomu eligcwaliswe ngokuphelele.

Amanothi efomi labameleli

1. Abanikazimasheya kuphela ababhaliswe kurejista, noma kubhukwana leNkampani ngaphansi 'kwegama labo' ngosuku olufanele lwerekhodi lomhlangano abangagcwalisa ifomu lommeleli noma bathamele umhlangano. Abanikazi abahlomulayo okungebona abanikazi ababhaliswe futhi abafisa ukuba khona emhlanganweni mathupha bangenza kanjalo ngokucela umnikazi obhalisiwe, onguMhlanganyeli wabo we-Central Security Depository Participant (CSDP), umdayiseli noma oqokiwe, ukuba abanikeze incwadi yokubamelela ngokwezivumelwano zesitokisi esifakwe kumnikazi obhalisiwe. Incwadi yokumelela kufanele ifakwe kumabhalane weNkampani lingakashayi ihora le-11:00 (isikhathi saseNingizimu Afrika) ngoLwesihlanu 16 Meyi 2025.
2. Abanikazi abahlomulayo okungebona abanikazi ababhaliswe futhi abangafisi ukubakhona mathupha emhlanganweni kufanele banikeze umnikazi obhalisiwe, oyi-CSDP noma oqokiwe, imiyalelo yabo yokuvota. Izinyalelo zokuvota kufanele zifike kumnikazi obhalisiwe ngesikhathi esanele ukuze kuvunyelwe umnikazi obhalisiwe ukuthi atshele Inkampani noma umbhalisi WeNkampani ngemiyalo yabo kungakedluli u-11:00 (isikhathi saseNingizimu Afrika) ngoLwesihlanu 16 Meyi 2025 ukuze kube lula ukuphatha.
3. Umninimasheya angafaka igama lommeleli noma amagama amabili ahlukile azikhethela yena endaweni/ezikheleni ezihlinzekiwe, ngokususa noma ngaphandle kokususa "usihlalo womhlangano omkhulu", kodwa noma yikuphi ukususwa noma ukufakwa okunjalo kufanele kubhalwe ngumninimasheya. Noma ikuphi ukufakwa noma ukususwa okungahambisani nezimfuneko kuzothathwa njengokungekho emthethweni. Umuntu ogama lakhe livela kuqala efomini yabameleli kanye nozobakhona emhlanganweni uzovunyelwa ukuba abe ummeleli ukudlula labo amagamabo angezansi kwelakho. Esimweni lapho kungekho igama eliqokiwe, amalungelo ommeleli azoba ngakasihlalo we-AGM.
4. Isiqondiso somninimasheya kummeleli kumele siboniswe ngokufaka u "X" noma ngokufaka izinombolo zamavoti ezifanele emabhokisini anikeziwe. U-"X" ebhokisini elifanele ubonisa inani lamavoti omninimasheya. Ukwehluleka ukuthobela lokhu okungenhla kuyothathwa njengokugunyaza ummeli ukuthi avote noma agweme ukuvota emhlanganweni omkhulu wonyaka njengoba ebona kufanele maqondana nawo wonke amavoti omninimasheya angatholakala lapho. Umninimasheya noma ummeli wakhe akaphoqelekile ukuthi asebenzise wonke amavoti atholwa umninimasheya noma ummeleli wakhe, kodwa isamba samavoti afakiwe mayelana nokugodla okurekhodiwe kwawo, angeke seqe isibalo esiphezulu samavoti angasetshenziswa umninimasheya noma ummeleli wakhe. Ummeleli angahle futhi avote noma angavoti ngokuvumelana nanoma ikuphi okushiwo emhlanganweni uma ekubona kufaneleka lokho.
5. Ummeleli (ngaphandle uma lomusho ukhishwa futhi sasayinwa) unegunya lokuvota, njengoba ebona kufanele, kunoma yisiphi esinye isinqumo esingahle siphakanyiswe emhlanganweni, okuhlanganisa nanoma yisiphi isichibiyelo esihlongozwayo kulezi zinqumo ezingenhla. Uma umusho ongenhla ukhishiwe, ummeli uzothathwa njengoyalelwe ukuba avotele noma yisiphi isinqumo esengeziwe esihlongozwayo noma ukuchitshiyelwa okuhlongozwayo esinqumweni esikhona njengoba kuhlongozwayo esazisweni esinanyathiselwe leli fomu.
6. Ukuze asebenze, agcwaliswe amafomu ommeleli kanye negunya, uma likhona, elisayinwe ngaphansi kwalo kumele lifakwe konobhala bokudlulisa imali beNkampani eNingizimu Afrika ekhelini, inombolo yefeksi noma ikheli le-imeyili elishiwo ngezansi ngaphambi kwesikhathi esibekelwe ukubamba umhlangano futhi abanikazi bamasheya bayacelwa ukuba bafake yonke le mibhalo kungakedluli u-11:00 (isikhathi saseNingizimu Afrika) ngoLwesihlanu 16 Meyi 2025.
7. Ukugcwaliswa kanye nokufakwa kwaleli fomu lommeleli angeke kuvimbe umninimasheya ofanele ukuthi ahambele i-AGM futhi akhulumelane futhi avote mathupha esikhundleni sanoma yimuphi ummeleli oqokwe ngokwemibandela yalokhu.
8. Usihlalo we-AGM angaqaba noma avume ifomu lommeleli eligcwaliswe noma elitholakele ngokuhambisana nalamanothi.
9. Noma iluphi ushintsho kwifomu lommeleli, ngaphandle kokususwa koshintsho, kumele kusayinelwe umnikazi wefomu.
10. Ubufakazi bedokhumentari obuqinisekisa igunya lomuntu osayina leli fomu lommeleli njengomuntu omele noma esinye isikhundla esingokomthetho kufanele bunamathiselwe kuleli fomu lommeleli, ngaphandle uma baqoshwe ngaphambilini yiNkampani noma beyekiwe usihlalo we-AGM.
11. Lapho kukhona abaninimasheya abahlangene bamasheya:
 - 11.1 noma imuphi umninimasheya kubo angalisayina ifomu lommeleli: futhi
 - 11.2 ivoti labanikazi bamasheya abakhulu (okungaleyo njongo izikhundla eziphezulu zizonqunywa ngokulandelana amagama abaninimasheya avela ngayo kurejista yeNkampani) ofaka ivoti (kungakhathaliseki ukuthi yena ngokwakhe noma ngommeleli) liyokwamukelwa ngaphandle kwevoti (amavoti) labanye abaninimasheya abahlanganyelwe.
12. Umntwana osemncane kufanele asizwe umzali wakhe noma umnakekeli osemthethweni, ngaphandle uma izincwadi ezifanele eziveza amandla akhe ngokomthetho zikhqiwe noma zibhaliswe ngonobhala bokudlulisa.
13. Ummeleli akavumelekile ukuthi adlulisele amandla akhe okuba ummeleli womninimasheya komunye umuntu.

Ihhovisi lonobhala bokudlulisa

Nedbank Limited, isebenza ngophiko lwebhizinisi lokuphatha lwe-Share Scheme Administration Inombolo yokubhalisa: (1951/000009/06)

135 Rivonia Road

Sandton, 2196

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

Isithasiselo 1A: Ukuphathwa

Wonyaka ophele ngo-31 Disemba 2024

UKUPHATHWA

Ulwazi lwenkampani

Ihlanganiswe eRiphabhulikhi yaseNingizimu Afrika (Inombolo yokubhalisa: 2016/268837/06)

Ikhodi yesheya le-JSE: MTNZF ISIN:
ZAE000279402

LEI: 378900429C4F73B1BE74

Iwebhusayithi: www.mtnzakhelefuthi.co.za

Ikheli leposi

PO Box 1144

Johannesburg 2000

Ikheli elibhaliswe

135 Rivonia Road

Sandown, 2196 Johannesburg

Ibhodi labaqondisi

uBL Mapongwana (uzimele futhi akayena usihlalo

ophezulu) SN Mabaso-Koyana (akalona ilungu lesigungu

esiphezulu sabaqondisi)

GG Gelink (uzimele futhi akalona ilungu

lesigungu esiphezulu sabaqondisi) ET Pitsi

(uzimele futhi akalona ilungu lesigungu

esiphezulu sabaqondisi)

Ihhovisi lonobhala bokudlulisela

Nedbank Limited, isebenza ngophiko lwebhizinisi lokuphatha Iwe-Scheme

Administration 135 Rivonia Road

Sandton, 2196

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

Umxhasi weNkampani

i-Tamela Holdings Proprietary Limited

First Floor, Golden Oak House

Ballyoaks Office Park,

35 Ballyclare Drive

Bryanston, 2021

Isithasiselo 1A: Ukuphathwa

Wonyaka ophele ngo-31 Disemba 2024

Unobhala weNkampani

Nedbank Limited, isebenza Ngonobhala Weqembu 135

Rivonia Road

Sandown

Johannesburg, 2196

Abacwaningimabhuku

SizweNtsalubaGobodo Grant Thornton Inc.

152 16th Road, Noordwyk, Midrand, 1687

PO Box X 2008, Menlyn, 0063

Abameli

Webber Wentzel

90 Rivonia Road, Sandton, Johannesburg, 2196

PO Box 61771, Marshalltown, 2107

MTN Zakhele Futhi Amasevisi Wabaninimasheya

Singular Systems

25 Scott Street, Waverley, Johannesburg, 2090

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