I-MTN Zakhele Futhi (RF) Limited Izitatimende zeZimali zoNyaka eZifingqiwe zony kuZibandlela 2020 neSaziso se-AGM

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Umlungisi
Siyabonga Zokoza
Senior Financial Officer: Central Finance – Nedbank Limited

Egadwe wu
Jaynesh Padayachy CA(SA)
Senior Financial Manager: Central Finance – Nedbank Limited

IBHODI LABAQONDISI

UBelinda Mapongwana (47)

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

IUnguMqondisi oZimele oNgathathi izinqumo (Waqokwa: 22 Nhlangulana 2020; Waqokwa njengoMqondisi oZimele oNgathathi izinqumo ziyi-16 Mandulo 2020)

ILungu leKomidi lokuHlola aMabhuku eZimali, iNgcuphe noKuhambisana (Waqokwa: 9 Mbasa 2021)

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

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

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

USindisiwe N Mabaso Koyana (51)

CA(SA), BComm (Natal), Post Graduate Diploma in Accounting (Natal)

UnguMqondisi ongathathi izinqumo (Waqokwa: 6 Nhlangulana 2017; wesula njengoSihlalo ozimele oNgathathi izinqumo ziyi-16 Mandulo 2020)

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

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

U-Edward Pitsi (37)

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

UnguMqondisi oZimele ongathathi izinqumo (Waqokwa: 22 Nhlangulana 2020)

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

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

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

UGrant G Gelink (71)

CA(SA), BComm, BCompt (Hons

UnguMqondisi ongathathi izinqumo (Waqokwa: 9 Nhlangulana 2017)

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

UGrant ungumqondisi ongathathi izinqumo we-FirstRand Limited, i-Grindrod Limited, i-Allied Electronics Limited ne-Rain Group Holdings Proprietary Limited.

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

UManana Nhlanhla (68)

BSc and Masters in Information Science

UnguMqondisi ongathathi izinqumo (Waqokwa: 22 Nhlangulana 2020)

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

UManana ungumqondisi ongathathi izinqumo director of Mion Holdings Proprietary Limited, RCL Foods Limited, Manyoro Limited, Prospect Resources Limited (Australia), Vunani Fund Managers Limited and Zimbabwe Crocodiles Limited.

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

USonja De Bruyn (49)

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

UnguMqondisi ongathathi izinqumo (Waqokwa: 6 Nhlangulana 2017; Wesula: 22 Nhlangulana 2020)

ILungu leKomidi lokuHlola aMabhuku eZimali, iNgcuphe noKuhambisana (Waqokwa: 9 Nhlangulana 2017; Wesula: 22 Nhlangulana 2020)

USonja ungumqondisi ongathathi izinqumo ze-RMB/RMI Holdings, i-Discovery Holdings Limited ne-Remgro. USonja uphinde abe wuSihlalo we-Ethos Mid-Market Fund I GP Proprietary Limited.

USonja ungumsunguli kanye nokubanjiswene naye oMkhulu ekutshalweni kwezimali, uyeluleka aphinde aphathe ezezimali enkampanini ye-Identity Capital Partners. Waqala ukusebenza ekubhenkeni ngokutshala izimali kowe-1997, esebenza ekuhlanganiseni izinkampani, ukususa ekuphatheni wuhulumeni, ama-IPOs kanye nokukhokhela, wagcina eyisekela mengameli we-Deutsche Bank. Wabe eseqokwa njengemqondisi olawulayo we-Women's Development Bank Investment Holdings kusukela kowezi-2002 kuya kowezi-2007. Wake waba ithrasti ye-National Empowerment Fund nelungu le-Presidential Working Group kwi-BEE. USonja uke waklonyeliswa futhi wahlonishwa yi-Black Management Forum kanye ne-Association of Black Securities ne-Investment Professionals. Wayefunda kwi-Young Global Leader of the World Economic Forum.

Isingeniso

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

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

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

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

Umthelela we- Covid-19

Mhla ziyi-15 Ndasa 2020 uMengameli weRiphabhlikhi waseNingizimu Afrika wamemezela ukuthi iNingizimu Afrika “NjengeZwe eliseNhlekeleleni” ngenxa yokwenyuka komthelela wegciwane le-Covid-19 ngeNingizimu Afrika. Ubhubhane lwe-Covid-19 lube nomthelela ongakaze ubonwe emhlabeni jikelele kanti i-MTN Zakhele Futhi nayo ithintekile. Njengalawo masheya afakwe ohlwini lwezizinda zokudayisa amasheya zomhlaba kwi-JSE, kanye namasheya ka-MTN ne-MTN Zakhele Futhi, abo bathinteka kakhulu. Nakuba ukukhuphuka kakhulu kubonakele entengweni yamasheya akwa-MTN njengoba kuqubuke ubhubhane, akukakafiki njengenhlalanjalo ezingeni ngonyaka wezimali kowezi-2019.

Unyaka wezimali wowezi-2020 ube wunyaka wezimali onezinselelo kwiMTN Zakhele Futhi. Okokuqala selokhu kwathi nhlo, i-MTN Group yamemezela ukuthi akukho dividendi yesikhathi esifishane siyikhokhwa esikhathini esiyizinyanga eziyisi-6 ezaphela zingama-30 Nhlangulana 2020, okunomthelela oqondile ezimpahleni ezisezimakethe ze-MTN Zakhele Futhi. Imali ekhokhwa phambili yatholwa yi-Mobile Telephone Networks Holdings Limited ngoMandulo 2020 ukuze iNkampani ihlangabezane nokuzinikela esikhathini esifishane kuze kube ukwemukela okulindelwe kwedividendi yokuphela konyaka yakwa-MTN.

Mhla ziyi-10 Ndasa 2021 u-MTN wamemezela ukuthi njengomphumela wokungaqinisekisi ngokukhula kwemali evela eNigeria, isikhathi sokuthatha izimali ezivela ohlelweni lokuthola impahla nomthelela we-Covid-19, ihlehlisa inqubomgomo yedividendi kanti ngeke aveze idividendi yokugcina yonyaka wezimali ophele zingama-31 Zibandlela 2020. Njengakho kodwa ukutshala kweMTN Zakhele Futhi kanye nempahla equkethe amasheya akwaMTN, iNkampani ngobukhulu bayo incike ekutholeni amadividendi akwa-MTN. Ukuhlehliswa kwenqubomgomo yamadividendi akwa-MTN abe nomthelela omkhulu ekukwazini kwe-MTN Zakhele Futhi iqhubeke njengokukhathazeka okuqhubekayo kanye nokudale ukungaqinisekisi izinto kulokhu.

Singathanda ukubonga u-MTN Kanye ne-MTN Holdings ngokuzinikela okuqhubekayo ukweseka i-MTN Zakhele Futhi kanti abanesabelo ngokuhlinzeka okuqhubekayo kosizo lwezezimali okungaze kufinyelele ezigidini ezingama-R75,0 ukuze iNkampani ikwazi ukuhlangabezana nezidingo zikakheshi ezinyangeni eziyi-12 ezilandelayo.

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

Ushintsho ebhodini le-MTN Zakhele Futhi

Ngonyaka wezimali wowezi-2020 kwesula esikhundleni uSonja De Bruyn owaqokwa yibhodi le-MTN Zakhele Futhi ngoNhlangulana 2017. Sithanda ukumbonga ngobuhlakani bakhe nokufaka isandla ebhodini eminyakeni eyedlule bese simfisela okuhle kulokho azokwenza esikhathini esizayo.

Ibhodi le-MTN Zakhele Futhi linohlelo olukhulu lokubutha abathile, olwaqala ekupheleni konyaka wezimali wowezi-2019, ngaphambi kokungiqoka, u-Edward Pitsi noManana Nhlanhla ngoNhlangulana 2020. USindi Mabaso-Koyana wesula njengosihlalo webhodi le-MTN Zakhele Futhi mhla ziyi-16 Mandulo 2020 kodwa uyaqhubeka esikhundleni sakhe sokuba wumqondisi ongathathi izinqumo ebhodini. Ngizothanda nokubonga uSindi ngalo lonke uholo nokungeseka ngesikhathi sami sokungena kanti ngilangazelele ukusebenza naleli qembu labantu abaletha amakhono nobungcweti ebhodini leMTN Zakhele Futhi.

Ukwenza kwezimali

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

Mhla zingama-31 Zibandlela 2020, iNkampani ivuma inzuzo eba semva kokudonswa kwentela okuyizigidi ezingama-R145,9 (2019: R38,0 izigidi ezilahlekile). Inzuzo ehlangene nedividendi etholakale kwiMTN Group ngoMbasa 2020 ibe ngenkulu ukunokulahlekelwa kokukala kabusha kwesisetshenziswa sezimali okususelwa kuso. Ukulahleka kokukala kabusha kwesisetshenziswa sezimali okususelwa kuso kumayelana nokwehla kwentengo yamasheya e-MTN Group isukela kuma-R82,49 mhala zingama-31 Zibandlela 2019 kuya kuma-R60,19 mhla zingama-31 Zibandlela 2020.

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

Ukukhokhela kabusha nokuboleka kabusha esikweletini seMTN Zakhele Futhi

NgoMbasa 2020, iNkampani yathola izigidi ezingama-R272,8 (2019: R399,5 wezigidi) ngomholo wedividendi kwiMTN Group kanti yakwazi ukukhokhela izikweleti ezingaphezu kwesheduli yokukhokha kabusha okubhajethelwe. Lo mholo wasetshenziselwa ukukhokhela izindleko zokusebenza ezivunyelwe kanye nentela kanye nomholo wedividendi osele ofanele abanesabelo abakhethiwe kanye nokunciphisa ingxenye yesikweletu esikhona sabanesabelo abakhethiwe.

Izigidi ezi-R212,6 zomholo yamadividendi zasetshenziselwa ukudayisa ngaphambi kwesikhathi kwamasheya akhethiwe ziyi-Lokhu 15 Mbasa 2020. Lokhu kuyogcina ngokwehlisa amadividendi angakhokhwa kumasheya akhethiwe ngempilo yalezi zisetshenziswa.

Ekuqaleni kwalokhu kusebenzisana, amasheya akhethiwe adayiseka emva kweminyaka emihlanu kusukela ngosuku lokukhishwa, zingama-23 Lwezi 2022. NgoZibandlela 2020 abanikazi bamasheya akhethiwe bavuma ukuhlehlisa lolu suku ngesikhathi esiyizinyanga eziyi-12, okudinga amasheya akhethiwe adayiswe emva kweminyaka eyisithupha kusukela ngosuku lokukhishwa. Ukuhlehliswa kosuku lokudayisa amasheya akhethiwe sekube nomthelela omuhle ezindabeni zezimpahla ezisemakethe ezibhekene neNkampani onyakeni.

Ukwesekwa konesabelo

Ukuxhumana ngendlela nangempumelelo kubalulekile ukuqinisekisa ukuthi abanesabelo bagcinwa benolwazi lwamanje. INkampani izoqhubeka ukusebenzisa ukuxhumana nge-SMS njengendlela yabo yokuxhumana. Izaziso zeMihlangano eMikhulu yoNyaka ziyothunyelwa nge-imeyli, i-SMS noma ngeposi kubo bonke abanesabelo abarejistile. Ukusiza i-MTN Zakhele Futhi ukuba ixhumane ngendlela nabanesabelo nokuba bagcine marekhodi esesimweni, abanesabelo bayacelwa ukuba bazise uMabhalane we-MTN Zakhele Futhi ngalo lonke ushintsho emininingwaneni yokuxhumana nge-SMS, ikheli leposi, umumo kanye nemininingwane yasebhange ngokushayela iSikhungo seZingcingo ku- 083 900 6863 phakathi kwele 08h00 nele 17h00 ngeMisombuluko kuya koLwesihlanu. Ama-ejenti ayofaka izicelo zawo bese bezedlulisela ohlelweni nasekuhlolweni kwezincwadi okudingekayo ukuqalisa ushintsho olunjalo. Abanesabelo bakhuthazwa ukuba bazejwayelanise nolwazi olushicilelwe ngokuhamba kwesikhathi kwiwebhusaythi yeMTN Zakhele Futhi ngokuvakashela **www.mtnzakhelefuthi.co.za**.

Abanesabelo, nalabo abangafisi ukuhweba ngamasheya abo eMTN Zakhele Futhi, bacelwa ukuba barejiste ama-akhawunti abo okurejista abo okuhweba kanti bangakhetha ukusebenzisa izinhlelo zokuhweba ezisetshenziwe (ngoMnotho oSeceleni weNedbank) noma ezizimele. Siphinde sikhuthaze bonke abanesabelo ukuba bathathe izinqumo ezizwakalayo zokutshala izimali uma bekhetha ukudayisa, ukugcina noma ukuthenga amasheya abo eMTN Zakhele Futhi ukuze bakhulise kakhulu umthamo oyiwo wokutshala kwabo.

Okubhekiwe

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

Umhlangano oMkhulu wonyaka

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

Singathanda ukukhuthaza abanesabelo ukuba bethamele umhlangano omkhulu wonyaka ozobanjwa ngezobuxhakaxhaka ngoLwesibili, ziyisi-7 Mandulo 2021 ngele-11h30. Imininnigwane eyongeziwe yokuthi ufinyelela kanjani kulo mhlangano we-elekthronikhi kubalulwe eSazisweni se-AGM.

Ukubonga

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

Ngithanda ukubonga ozakwethu abasebhodini, bonke abanesabelo kanye nabalingani babo ngokuzinikela nangokuseseka okuqinisekise ukuthu i-MTN Zakhele Futhi ingukutshala okunenzuzo kwabanesabelo bayo.

Belinda Mapongwana
USihlalo

10 Ncwaba 2021

Isitatimende esifingqiwe senzuzo yokulahlekelwa
yonyaka ophele zingama-31 Zibandlela 2020
(Njengoba kucashunwe ezitatimendeni ezihloliwe zezimali)

	Notes	31 Zibandlela 2020 R'000	31 Zibandlela 2019 R'000
Umholo weDividendi	5	272 766	399 544
Izimali ezixetshulwa kubaqondisi		(1 037)	(768)
Ezinye izindleko zokusebenza		(15 445)	(36 320)
Inzuzo yokusebenza		**256284**	**362456**
Umholo wezezimali		818	3 364
Izindleko zezimali ezitholakale ezikweletini ezikalwe Ngezindleko zesikalompahla		(31 246)	(99 717)
Ukulahlekelwa ukukala kabusha kwethuluzi ekususelwa kulo ezezimali		(79 735)	(303 210)
Inzuzo/(ukulahlekelwa) ngaphambi kokudonswa kwentela		**146121**	**(37107)**
Izindleko zentela yemali engenayo		(229)	(942)
Inzuzo/(ukulahlekelwa) yonyaka		**145892**	**(38049)**
Izimali eziholwayo eziyisisekelo nezixutshiwe ngesheya ngalinye	14	**182,81**	**215,85**

Isitatimende esifingqiwe somholo ophelele
sonyaka ophele zingama-31 Zibandlela 2020
(Njengoba kucashunwe ezitatimendeni ezihloliwe zezimali)

	31 Zibandlela 2020 R'000	31 Zibandlela 2019 R'000
Inzuzo/(ukulahlekelwa) yonyaka	**145892**	**(38049)**
Okunye ukulahlekelwa okuphelele–izinto ezingeke zathathwa njengenzuzo noma ukulahlekelwa:	**(1139847)**	**(332754)**
Ukulahlekelwa wukukala kabusha kokutshalwe kwi-ekhwithi	(1 139 847)	(332 754)
Intela ebekwe eceleni kokukala kabusha kokutshalwe kwi-ekhwithi	–	–
Ukulahlekelwa okuphelele konyaka	**(993955)**	**(370803)**

Isitatimende esifingqiwe somumo wezimali
ngama-31 Zibandlela 2020
(Njengoba kucashunwe ezitatimendeni ezihloliwe zezimali)

	Notes	31 Zibandlela 2020 R'000	31 Zibandlela 2019 R'000
Izimpahla			
Okungezona Izimpahla eZikhona			
Ukutshala izimali kuma-ekhwithi	6	3 076 564	4 216 411
		3 076 564	**4 216 411**
Izimpahla eZikhona			
Intela ekhona etholakalayo		2	5
Ukheshi nokulingana nokheshi		6 578	18 240
Ukheshi nokulingana nokheshi – nezikhwama ezifingqekile		3 350	3 566
Okunye okwemukelwayo		879	1 160
		10 809	**22 971**
Izimpahla eZiphelele		**3 087 373**	**4 239 382**
Ukulingana neZikweletu			
Ukulingana			
Imali okwabelwana ngayo		2 468 336	2 468 336
Izingodla		(2 597 457)	(1 377 875)
Inzuzo enqwabelene		1 179 892	954 265
		1 050 771	**2 044 726**
Izikweletu			
Izikweletu okungezona ezamanje			
Okubolekwayo	8	922 340	1 165 613
Ithuluzi lezimali okususelwa kuzo	7	1 080 510	1 000 775
Intela ebekwe eceleni		–	–
		2 002 850	**2 166 388**
Izikweletu Zamanje			
Okubolekwayo	8	12 702	22 165
Imali ephambili yaka-MTN		15 266	–
Esinye isikweletu		2 860	3 566
Ukuhweba nokunye okukhokhelekayo		2 924	2 537
		33 752	**28 268**
Isamba sezikweletu		**2 036 602**	**2 194 656**
Isamba sokulingana nezikweletu		**3 087 373**	**4 239 382**

Isitatimende esifingqiwe soshintsho kwi-ekhwithi
sonyaka ophele zingama-31 Zibandlela 2020
(Njengoba kucashunwe ezitatimendeni ezihloliwe zezimali)

	Imali okwabelwana ngayo R'000	Ukutshala kuma-ekhwithi yezingodla R'000	Ezinye Izingodla* R'000	Isamba sezingodla R'000	Inzuzo enqwabelene/(ukulahlekelwa) R'000	Isamba sokulingana R'000
Ibhalansi lu 1 Masingana 2019	**2 468 336**	**(44 343)**	**(697 568)**	**(741 911)**	**689 104**	**2 415 529**
Ukulahlekelwa ngonyaka	–	–	–	–	(38 049)	(38 049)
Okunye ukulahlekelwa okuphelele	–	(332 754)	–	(332 754)	–	(332 754)
Ukulahlekelwa okuphelele konyaka	**–**	**(332 754)**	**–**	**(332 754)**	**(38 049)**	**(370 803)**
Ukwedlulisela phakathi Izingodla**	–	–	(303 210)	(303 210)	303 210	–
Ibhalansi zingama-31 Zibandlela 2019	**2 468 336**	**(377 097)**	**(1 000 778)**	**(1 377 875)**	**954 265**	**2 044 726**
Ibhalansi lu- 1 Masingana 2020	**2 468 336**	**(377 097)**	**(1 000 778)**	**(1 377 875)**	**954 265**	**2 044 726**
Inzuzo yonyaka Omunye umholo ophelele	–	–	–	–	145 892	145 892
	–	(1 139 847)	–	(1 139 847)	–	(1 139 847)
Ukulahlekelwa okuphelele konyaka	**–**	**(1 139 847)**	**–**	**(1 139 847)**	**145 892**	**(993 955)**
Ukwedlulisela phakathiIzingodla**	–	–	(79 735)	(79 735)	79 735	–
Ibhalansi zingama-31 Zibandlela 2020	**2 468 336**	**(1 516 944)**	**(1 080 513)**	**(2 597 457)**	**1 179 892**	**1 050 771**

**Enye yama-akhawunti ayingodla esetshenziselwa ukuqopha ukulahlekelwa nokuzuza nokuboneka ekukalweni kabusha ithuluzi elisuselwe emalini.*

*** Ukwedlulisela phakathi kwezingodla okuqubuka mayelana nokukala kabusha kwethuluzi okususelwa kulo izimali okwaqoshwa enzuzweni nokulahlekelwa. Isamba esedluliselwe singokusele ehlobene nentela ebekwe eceleni.*

Isitatimende esifingqiwe semali engenayo
sonyaka ophele zingama-31 Zibandlela 2020
(Njengoba kucashunwe ezitatimendeni ezihloliwe zezimali)

	31 Zibandlela 2020 R'000	31 Zibandlela 2019 R'000
Imali engenayo yasemisebenzini yezimali		
Imali esetshenziswe emisebenzini	(16 807)	(37 611)
Amadividendi atholakele	272 766	399 544
Inzalo yomholo etholakele	818	3 364
Izindleko zezimali ezikhokhiwe	(70 592)	(105 403)
Intela ekhokhiwe	(226)	(946)
Imali esalile ekwenzeni imisebenzi	**185 959**	**258 948**
Imali ehambayo emisebenzini yezimali		
Ukuhlengwa kwamasheya akhethiwe akhulayo abangabambi iqhaza	(212 620)	(276 892)
Ukwemukela imali ehamba phambili yakwaMTN	15 000	–
Imali ebuyisiwe kubabambiqhaza abangaphumeleli	(217)	(199)
Imali esalile emisebenzini yezezimali	**(197 837)**	**(277 091)**
Imali ekuqaleni konyaka	**21 806**	**39 949**
Ukuhamba kwemali ephelele yonyaka	**(11 878)**	**(18 143)**
Imali ephelele ekupheleni konyaka	**9 928**	**21 806**

Amanothi ezitatimende ezifingqiwe zezimali
onyaka ophelele zingama-31 Zibandlela 2020
(Njengoba kucashunwe ezitatimendeni ezihloliwe zezimali)

1. **Ulwazi olumkhulu**

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

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

2. **Isisekelo sokuzilungiselela**

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

3. **Izinqubomgomo zohlahlomali**

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

Izinqubomgomo zohlahlomali zinenhlalanjalo nalokho okwenzeke ngaphambi kwaleso sikhathi sezimali.

4. **Izikweletu zokuhlupheka nokuzibophezela**

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

5. **Umholo wedividendi**

Umholo ophelele wedividendi watholwa yi-MTN Zakhele Futhi uvela ku-MTN Group Limited ngesikhathi unyaka wezimali wawungama- R272 765 592 (2019: R399 543 966).

6. **Ukutshala kuma-ekhwithi**

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

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

Umthamo olungile wokutshala izimali kugxile entengweni yezimakethe zama-R60,19 (2019: R82,49) ngesheya ngalinye njengoba ufakwe ohlwini lwe-JSE Limited mhla zingama- 31 Zibandlela 2020. Isamba sokulahlekelwa okuqoshiwe komunye umholo ophelele walo nyaka wezimali zingu- R1 139 846 950 (2019: R332 754 527).

	31 Zibandlela 2020 R’000	**31 Zibandlela 2019 R’000**
Ibhalansi ekuqaleni konyaka	**4 216 411**	**4 549 165**
Ukulahlekelwa ekukaleni kabusha sokutshala kuma-ekhwithi	(1 139 847)	(332 754)
Ibhalansi yasekupheleni konyaka	**3 076 564**	**4 216 411**

7. **Isisetshenziswa sezimali okususelwa kuzo**

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

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

Ukuhlolwa kokukhethwa kukho kokuphela konyaka kunesikweletu sesi R1 080 509 393 (2019: R1 000 774 652). Okufakwayo okubalulekile kwimodeli ekupheleni konyaka kwakumi kanje:

- Intengo yasezimakethe yamasheya e-MTN Group R60,19 (2019: R82,49);
- Ibhalansi ye-NVF ecishe ibe yizigidi ezi-R4 531 (2019: R4 255 izigidi);
- ukwehla nokwenyuka kwama- 47.08% (2019: 37.34%);
- okuzalwe yidividendi okuyi-11.59% (2019: 8.18%);
- okukhethwa kukho kweminyaka eyisi-8 kusukela ekuqaleni (2019: 8 iminyaka);
- isilinganiso sonyaka esingenangcuphe sezi- 4.31% (2019: 6.91%).

	31 Zibandlela 2020 R’000	**31 Zibandlela 2019 R’000**
Ibhalansi ekuqaleni konyaka	**(1 000 775)**	**(697 565)**
Ukuguqulwa komthamo olungile okuqoshwe enzuzweni noma ekulahlekelweni	(79 735)	(303 210)
Umthamo olungile ekupheleni konyaka	**(1 080 510)**	**(1 000 775)**

8. **Okubolekwayo**

Okubolekwayo ngezansi kuvikeleke ngokungaqondile ngamasheya akhethiwe akhishwe e-Jabisan 04 (RF) Proprietary Limited (“**Jabisan 04**”). I-MTN Zakhele Futhi yakhipha amasheya akhethiwe angabambi iqhaza akhulayo nadayisekayo, mhla zingama-23 Lwezi 2016, ngentengo yokukhipha eyi-R1 000 ngesheya elikhethiwe kwi-Jabisan
04. Amasheya akhethiwe ayedayiseka emva kweminyaka emi-5 (emihlanu) kusukela ngosuku lokukhishwa okungukuthi zingama-23 Lwezi 2021. NgoZibandlela 2020 abanikazi bamasheya akhethiwe akhulayo angadayiseka okuvunyelwene ukuba kuhlehliswe usuku lokuwadayisa ngesikhathi esiyizinyanga eziyi-12 okungukuthi, kuze kube wusuku oluseminyakeni eyisi-6 (isithupha) kusukela ngosuku lokukhishwa kwawo. Amasheya akhethiwe asengadayiseka zingama-23 Lwezi 2022.

Izindleko zokudayiselana kuncike kokubolekwayo okuhlobene nezimali zokuhlela ezinikwa ngokuqondile ekukhishweni kwamasheya akhethiwe.

Amasheya akhethiwe ehlukaniswe njengamathuluzi esikweletu (izikweletu eziyimali) njengoba kuphoqa ukuba adayiswe kubanikazi kungakedluli mhla zingama-23 Lwezi 2022.

Ukunwetshwa kosuku lokudayisa olubekiwe akuthathwa njengokuguquka okukhulu. Isikweletu sokuqala asisanakiwe kanti ukuzuza inguquko nokubukwa enzuzweni noma ekulahlekelweni.

Amasheya akhethiwe e-MTN Zakhele Futhi ayakhula ngamadividendi ngeSilinganiso samaDividendi ama-75% wesilinganiso esikhulu saseNingizimu Afrika esivezwe njengesilinganiso esilula senzalo (okuxubene osukwini lwamadividendi akhethiwe olubekiwe). Amadividendi amasheya akhethiwe akhulile (asilele emuva) angakhokhelwa njalo ngonyaka mhla zingama-30 Mbasa namhla zingama-30 Mandulo ngesikhathi esithile samasheya akhethiwe, noma ngosuku lwangaphambili njengoba kungavunyelwana ngokubhala i-MTN Zakhele Futhi kanye ne-Preference Share Agent okungenani izinsuku eziyisi-5 (isihlanu) zebhizinisi ngaphambi kwamhla zingama-30 Mandulo wanoma yimuphi unyaka ngesikhathi sethemu yamasheya akhethiwe.

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

8. **Okubolekwayo (kuyaqhutshwa)**

Mhla ziyi-15 Ndasa 2020 uMengameli weRiphabhlikhi waseNingizimu Afrika wamemezela ukuthi iNingizimu Afrika "NjengeZwe eliseNhlakeleleni" ngenxa yokwenyuka komthelela wegciwane le-Covid-19 ngeNingizimu Afrika. Ukuqubuka kobhubhane lwe-Covid-19 lube nomthelela ongakaze ubonwe emhlabeni jikelele, nokudale ukuba intengo yamasheya yehle kakhulu.

Njengoba kufanele, amadokhumenti okukhokha omuntu oseceleni adinga ukuba intengo yamasheya akwa-MTN ahlale engaphezu kwezinga elithile elibekiwe kanye nalapho kubekwe khona intengo (izivumelwano zamasheya), nokwenza abakhipha imali basheshise ukukhokha imali uma kwenzeka izivumelwano zamasheya ziqaliswa. Ngenxa yomthelela we- Covid-19, amanye amazinga abekiwe aqaliswa ngoNdasa 2020.

I-MTN Zakhele Futhi yakhiwe ngokucophelela kanti yesekwa yi-MTN ngezindlela ezehlukene. Esikhathini esiyiminyaka eyisishiyagalombili yesikimu, ithuba lokunyakaza obekungalindelwe, okwenzeka ngokushesha entengweni yezimakethe kwahlinzekelwa, kanye nendlela eyafakwa kumaDokhumenti okuDayiselana ukuze u-MTN akwazi ukuthi ngokuzikhethela kwakhe athathe izimali zomuntu oseceleni kulezi zimo, ngokusebenzisa ukukhetha ukuthenga amasheya akhethiwe. Mhla zingama-26 Ndasa 2020, ngokudidiyela abakhokhela umuntu oseceleni, nokwesekwa okuqhubekayo kwe-MTN Zakhele Futhi, uMTN wangena ngokuzikhethela esivumelwaneni ngabanini bamasheya akhethiwe ukusebenzisa i-call option ukuthola imali isheya elikhethiwe. Ngaphansi kokwenziwa kwe-call option, u-MTN uzothola amasheya akhethiwe ngokuphazima kweso emva kwenkokhelo ehamba phambili ehlelelwe ukwenziwa, nokwakulindeleke ukuba kube wumhla ziyi-15 Mbasa 2020.

Kulandela izingxoxo eziqhubekayo nabakhokhela abangeyona ingxenye yesivumelwano emva kokukhuphuka kwentengo yamasheya akwa-MTN, u-MTN wakhipha isaziso sokushiya i-call option ngaphambi kwesikhathi esibekiwe sokukhokha, nokwavunyelwana ngaso futhi samukelwa abakhokhela abanye abantu.

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

	31 Zibandlela 2020 R'000	**31 Zibandlela 2019 R'000**
Ibhalansi ekuqaleni konyaka	**1 187 778**	**1 470 356**
Ukuqoqwa kwezindleko zokusebenza	(504)	–
Ukudayisa amasheya akhethiwe angababmbi iqhaza (adayiswe ngesamba esingaba yi-R1 000)	(212 620)	(276 892)
Inzalo kumasheya akhethiwe angabambiqhaza kodwa anganika inzuzo	(70 592)	(105 403)
Inzuzo ye-IFRS 9 nokushintsha okuguqukayo	(19 521)	–
Inzuzo ekhulile ngesilinganiso senzalo esebenzayo	50 501	99 717
	935 042	**1 187 778**

9. **Abathintekayo**

Ubudlelwano:

Amasheya akhethiwe:	Jabisan 04 (RF) Proprietary Limited
Onesabelo wamasheya akhethiwe:	BFC2 Owner Trust
UMhlinzeki izimali ze-Provider of Notional Vendor Finance:	MTN Group Limited
Ohlinzeka nge-advance:	Mobile Telephone Network Holdings Limited
Abaqondisi abangathathi izinqumo:	Sindisiwe Mabaso-Koyana
	Sonja De Bruyn (1)
	Grant Gelink
	Belinda Mapongwana (2)
	Edward Pitsi (2)
	Manana Nhlanhla (2)

9. Abathintekayo (kuyaqhutshwa)

	31 Zibandlela 2020 R'000	31 Zibandlela 2019 R'000
Amabhalansi abathintekayo:		
Isikweletu samasheya akhethiwe		
I-Jabisan 04 (RF) Proprietary Limited	956 347	1 187 778
Imali enikwa phambili etholakalayo		
I-Mobile Telephone Network Holdings Limited	15 000	–
Imali okwabelwana ngayo ephethwe othintekayo I-MTN Group Limited	365 540	365 540
Ukudayiselana kwabathintekayo		
Amadividendi atholwe kwabathintekayo		
I-MTN Group Limited	(272 766)	(399 544)
Inzalo ekhokhelwa abathintekayo		
I-Jabisan 04 (RF) Proprietary Limited	70 592	105 403
Ukukhokhwa kwenzalo etholwe kwabathintekayo		
I-Mobile Telephone Network Holdings Limited	266	–
Izindleko ezikhokhelwe abathintekayo	**1 075**	**956**
I-Jabisan 04 (RF) Proprietary Limited	1 075	956
I-BFC2 Owner Trust	–	–
Umholo weBhodi laBaqondisi–izimali zabaqondisi*	**1 037**	**768**
USindisiwe Mabaso- Koyana	287	397
USonja De Bruyn (1)	78	165
UGrant Gelink	232	206
UBelinda Mapongwana (2)	159	–
U-Edward Pitsi (2)	147	–
UManana Nhlanhla (2)	134	–

(1) Wesula on 22 Nhlangulana 2020.

(2) Waqokwa on 22 Nhlangulana 2020.

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

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

10. Izenzeko emva kwesikhathi sokubuka

Mhla ziyi-10 Ndasa 2021 u-MTN wamemezela ukuthi uchitha ukukhokhwa kwedividendi yokugcina yonyaka wezimali ophele zingama-31 Zibandlela 2020. Njengempahla etshaliwe ye-MTN Zakhele Futhi nempahla enamaSheya akwaMTN lokhu kunomthelela ezimpahleni ezikhona zenkampani kanye nokukwazi kwayo ukukhokhela inkokhelo ebekiwe ekweletwa kubaxhasi abangabantu abaseceleni kanye nezindleko zokusebenza ngesikhathi sekufanele zikhokhwe. Abaqondisi beMTN Zakhele Futhi bakhulumisana noMTN ukucela izimali ezongeziwe ukuba zinikwe i-MTN Zakhele Futhi ukubhekana nokushoda kwempahla esemakethe ngokushesha.

Ukuze sisize inkampani ikhuphule ukushoda kwempahla ye-Mobile Telephone Networks Holdings Limited savuma ukuhlinzeka nemali ekhokhwa ngaphambili eyizigidi ezingama-R75,0 kanti uMTN wakhipha incwadi yenduduzo ku-MTN Zakhele Futhi mhla ziyi-16 Mbasa 2021.

Mhla ziyi-9 Mbasa 2021 uManana Nhlanhla wesula njengelungu leKomidi lokuCubungula amabhuku ezimali, ingcuphe nokuHambisana kanti esikhundleni sakhe kwangena uBelinda Mapongwana. UManana uyaqhubeka nokusebenza njengomqondisi ongathathi izinqumo eNkampanini.

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

11. **Ukukala umthamo olungile**

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

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

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

Ithebula elingezansi lethula izimpahla zeNkampani nezikweletu ezikalwe ngomthamo olungile.

	Izinga 1 R'000	Izinga 2 R'000	Izinga 3 R'000	Total R'000
31 Zibandlela 2020				
Ukukala umthamo oyiwo oqhubekayo				
Ukutshala kuma-ekhwithi	3 076 564	–	–	3 076 564
Isisetshenziswa sokususela ezezimali	–	–	(1 080 510)	(1 080 510)
Ukukala izindleko zobungakompahla measurement				
Okunye okwemukelwayo	–	190	–	190
Ukheshi nokulingana nokheshi	–	9 928	–	9 928
Okubolekwayo	–	(1 012 152)	–	(1 012 151)
Imali ehamba phambili yakwaMTN		(15 266)	–	(15 266)
Okunye okukhokhelwayo	–	(2 924)	–	(2 924)
Ezinye izikweletu	–	(2 860)	–	(2 860)
31 Zibandlela 2019				
Ukukala umthamo oyiwo oqhubekayo				
Ukutshala kuma-ekhwithi	4 216 411	–	–	4 216 411
Isisetshenziswa sokususela ezezimali	–	–	(1 000 775)	(1 000 775)
Ukukala izindleko zobungakompahla				
Okunye okwemukelwayo	–	667	–	667
Ukheshi nokulingana nokheshi	–	21 806	–	21 806
Okubolekwayo	–	(1 205 318)	–	(1 205 318)
Okunye okukhokhelwayo	–	(2 537)	–	(2 537)
Ezinye izikweletu	–	(3 566)	–	(3 566)

Akubanga nokwedlulisela phakathi kwamazinga 1, 2 noma 3 ngesikhathi sonyaka wezimali.

12. **Ukukhathazeka okuqhubekayo**

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

I-Mobile Telephone Networks Holdings Limited wanika isamba sezigidi eziyi-R15,0 ku-MTN Zakhele Futhi zingama-22 Mandulo 2020 ukusiza inkampani emhlanganweni ngokushoda kwezimpahla ngokushesha. Le mali ehamba phambili ihlinzekelwa ukusiza inkampani emhlanganweni ngezibopho zokusebenza kuze kutholakale idividendi elandelayo kwaMTN, eyayilindeleke ukuba imenyezelwe ngoNdasa 2021.

9. **Ukukhathazeka okuqhubelayo (kuyaqhutshwa)**

Ziyi-10 Ndasa 2021 u-MTN yamemezela ukuthi isisule inqubomgomo yamadividendi kanti ilindele ukukhuluma ngenqubomgomo yamadividendi ebuyekezelwe isikhathi esimahakathi uma umemezela imiphumela ye-FY 2021 ngoNdasa 2022. Njengoba i-MTN Zakhele Futhi inokutshaliwe okuyimpahla kuphela engamasheya akwaMTN kanti lokhu kunomthelela ekubeni nezimali kwenkampani okufaka nokukwazi ukukhokha inkokhelo ebekiwe evela kubakhiphimali abangabantu abaseceleni kanye nezindleko zokusebenza ngesikhathi kufuneka zikhokhwe. Ukulandela izimemezelo ezenziwe wuMTN, abaqondisi be-MTN Zakhele Futhi baya kwa-MTN ukucela izimali ezingeziwe okumele zinikwe i-MTN Zakhele Futhi ukubhekana nokushoda kwezimali okusheshayo.

AmaDokhumenti eZimali ayiwo awahlinzekeli kwaMTN izimali ezongeziwe ezinikwa ungakazikhokheli kwi -MTN Zakhele Futhi ngazo zonke izinhloso ezidingekayo. ISivumelwano se-MTN Subordination neSivumelwano sokuZibophezela asivumeli ngokuqondile izimali okumele zinikwe phambili kwi-MTN Zakhele Futhi nganoma yingayiphi inhloso ngaphandle kokusiza ngenkokhelo yezindleko zokusebenza. Ziyi-12 Ndasa 2021 iMTN Zakhele Futhi, kanye neMTN, bathumela isicelo kwabanikela ngemali abaseceleni ukuvumela iSivumelwano se-MTN Subordination kanye neSivumelwano sokuZibophezela okumele sichitshiyelwe ukuvumela inkampani ukuba ithole nezimali ezanele kwaMTN ukubhekana nezindaba zokuphelelwa yimali. Ukuqinisekisa kwagcina kutholakele kubakhiphi bezimali kanye ne-MTN Surbodination neSivumelwano sokuZibophezela sezichitshiyelwe ukuvumela izimali ezitholwe kuMTN noma inkampani ehlobene noMTN ukuba kusetshenziswe yiMTN Zakhele Futhi ukukhokhela kokubili okubekiwe okukweletwa wumuntu oseceleni kanye okwemisebenzi kanye nezinye izindleko uma sekufanele zikhokhwe.

Abaqondisi bahlole ukukhathazeka okuqhubekayo emva kokubheka okulandelayo:

- Ukuthola incwadi yokweseka evela kwa-MTN eveza inhloso yabo ukweseka i-MTN Zakhele Futhi uma kwenzeka kuba nezinselelo zokuba khona kwezimpahla ezimakethe. Nakuba le ncwadi kumele nakancane ukuba kuthathwe njengesiqinisekiso sokweseka noma ukuthatha isibopho se-MTN, u-MTN ukhombise ukufisa kwabo ukusebenzisa u-call option bese kutholakala imali yamasheya akhethiwe uma izenzeko eziyinsusela mayelana nokukhokhela amasheya akhethiwe ngoNdasa 2020.
- I-MTN Group, ngenkampani engaphansi i-Mobile Telephone Networks Holdings Limited, usuvumele ukuthola imali ehamba phambili eyisamba esingafika ezigidini ezingama-R75,0 ufakwe kuMTN Zakhele Futhi ukuze kukwazeke ukuba ihlangabezane nezidingo zikakheshi esikhathini esiyizinyanga eziyi-12.
- Uma kunemithombo kakheshi futhi kuba okucindezelekile, abaqondisi benkampani bayobheka okungenzeka kucelwe ukuhlehliswa kwamadividendi amasheya akhethiwe esikhathini esizayo. Lokhu kuyosiza ekuhlinzekeni i-MTN Zakhele Futhi ngobukhona bezimpahla ukuhlangabezana nezibopho.
- Usuku lokuhlengwa kwezimali zamasheya akhethiwe seluhlehliswe ngezinye izinyanga eziyi-12 kuze kube wuLwezi 2022. Izimali zomuntu wesithathu azikhokheki esikhathini esiyizinyanga eziyi-12.

Ukususela kokungenhla, abaqondisi bacine ngokuthi kunokungabi nasiqiniseko okukhona kulesi sicelo okukhathazeka okuqhubekayo enkampanini esikhathini esiyizinyanga eziyi-12. Ukungaqiniseki ngokwempahla kuyakhuphuka ngenxa yokuncika okunohlonze okudingekayo okumele kubekwe kwiMTN ngomyalelo weMTN Zakhele Futhi ukuba kubhekwe inkampani engenamali futhi ungathi izobalwa.

13. **Ukucutshungulwa kwamabhuku ezimali okuzimele**

Le miphumela yezimali efingqiwe ibalulwe emakhasini 6 kuya ku 16 igxiliswe eZitatimendeni zeZimali zaMinyaka yonke ngonyaka ophele zingama-31 Zibandlela 2021 ocutshungulwe ayiNkampani ezimele yabacubunguli bamabhuku ezimali, iSizweNtsalubaGobodo Grant Thornton Inc., abenze umsebenzi wabo ngokuhambisana namaZinga oMhlaba okuCubungula amaBhuku eZimali. Ikhophi ephelele yombiko wamabhuku ezimali engaguquliwe (okuqukethe ukungabi nasiqiniseko sokuphathekayo okumayelana nokukhathazayo) iyatholakala ukuba ibhekwe ehhovisi elirejistiwe leNkampani, noma ngesicelo. Umbiko wokucubungula amabhuku ezimali zonyaka. Izitatimende zezimali ezifingqiwe zikhishwe ezitatimendeni zezimali ezifingqiwe eziqhamuka ezitatimendeni ezifingqiwe zezimali zonyaka zeNkampani kuhambelana nazo zonke izinto eziphathekayo.

Abaqondisi bathatha isibopho esiphelele ukulungiselela izitatimende zezimali ezifingqiwe nokuthi ulwazi lwezezimali lucashunwe ngendlela ezitatimendeni zaminyaka yonke zezimali.

14. **Amaholo ayisisekelo nafakwe okuthile ngesheya ngalinye**

	31 Zibandlela 2020 R'000	31 Zibandlela 2019 R'000
Inani lamasheya emkhulu elibhekwayo ekupheleni konyaka ('000)	123 417	123 417
Isilinganiso maphakathi senombolo yamasheya ('000)	123 417	123 417
Inzuzo/(ukulahlekelwa) yonyaka	145 892	(38 049)
Okuguqulelwe lokhu:		
– Ukulahlekelwa ekukalweni kwethuluzi elisuselwe kwezezimali		
Inzuzo enikwa abanesabelo	**225 627**	**265 161**
Amaholo ayisisekelo nafakwe okuthile ngesheya ngalinye (amasenti)	**182,81**	**215,85**

Azikho izinto ezifakwe ekubalweni kwenzuzo ezonikwa abanesabelo okudingeka zibekwe eceleni ngokwemigomo ekusekhula 2/2015, Imiholo ephambili, ekubalweni kwezimali eziphezulu ngesheya ngalinye.

15. **Ukutholakala kwesethi ephelele yezitatimende zezimali ezihloliwe**

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

– Isihlolwa kwiwebhusaythi elandelayo: www.mtnzakhelefuthi.co.za;

– Etholakala ehhovisi elirejistiwe leNkampani; noma

– Iyothunyelwa ngeposi uma ucela lokhu eNedbank Limited, okwenziwa wuphiko olulawulwayo lwe-Share Scheme, olunemininingwane evela ngaphansi kwesigaba sokuphatha kwingaphakathi lekhava engemuva.

MTN Zakhele Futhi (RF) Limited
Incorporated in the Republic of South Africa
(Registration number 2016/268837/06)
JSE share code: MTNZF
ISIN: ZAE000279402
LEI: 378900429C4F73B1BE74
(“**MTN Zakhele Futhi**” or “**the Company**”)

ISAZISO SOMHLANGANO OMKHULU WONYAKA

Le dokhumenti ibalulekile kanti idinga ukuba uyinake ngokushesha.

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

Okufakwe kule dokhumenti yilokhu:

- Isaziso somhlangano omkhulu wonyaka (“i-**AGM**”), esibalula izixazululo okumele ziphakanyiswe emhlanganweni, kanjalo namanothi achazayo.
- Amanothi anika indlela yokuthi ungabamba kanjani iqhaza kwi-AGM ngekhompyutha angatholakala emakhasini 39 kuya ku 43. Kuphinde kube namanothi anika indlela uma ufisa ukwethamela kanye nokuvota emhlanganweni (okunhloso yakho wukuxhumana ngomhlangano okwikhompyutha nolwazi olufakiwe) noma ukuvota ngokumelwa okungatholakala ekhasini 45 kulesi saziso.
- Ifomu lokumelwa elizosetshenziswa abanesabelo kumasheya e- MTN Zakhele Futhi ngefomu eliyisitifiketi noma ngohlobo lwe-elekthronikhi 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 okwenziwa ngayo ukudayiselwa noma ukwedluliselwa, ukuze kwedluliselwe kumthengi noma okwedluliselwa kuye.

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

Abanesabelo bayelulekwa ukuthi ngenxa yemigomo yobhubhane lwe-COVID-19 ekhona njengamanje, ukuqhelelana kubaluleke kakhulu kanti nemitheshwana yemvalelwakhaya kumele ihlonishwe. Ukufika mathupha ngeke kukwazi ukwenzeka, kanti i-AGM kuyofinyelelwa kuyona ngokuxhumana ngekhompyutha, njengoba kuvunywe yi- JSE Limited (“JSE”) kanye nezihlinzeko zoMthetho weZinkampani, No. 71 wowezi-2008, njengioba uchitshiyelwe (“UMthetho weZinkampani”) Kanye nememorandamu yokusebenzisana yeNkampani, njengoba kuchitshiyelwe (“i-MOI”).

Isaziso kwabanesabelo

Kukhishwa isaziso kwabanesabelo kwi-MTN Zakhele Futhi ngosuku lokuqopha lwangoLwesihlanu, zingama-30 Ntulikazi 2021 ukuthi, i-AGM yeNkampani iyobanjwa ngokugcwele ngokuxhumana nge-elekthronikhi njengoba kubalulwe esigabeni 63(2)(a) soMthetho weZinkampani ku https://mtnzakhelefuthi.virtual-meetings.online/login ngoLwesibili, 7 Mandulo 2021 ngele-11:30 (iskhathi saseNingizimu Afrika), uku: (i) bheka kanye, uma kubonakala kulungile ukuthi kuphasiswe ngokuguqula nangaphandle kokuguqulwa, izixazululo ezikhethekile ezilandelayo, ngendlela edingwa wuMthetho weZinkampani, njengoba ufundwa neZidingo zokuFakwa oHlwini (“**Listings Requirements**”) ze- JSE kanye ne-MOI: bese (ii) zibhekana namanye amabhizinisi anjalo okungabhekwana nawo kwi-AGM.

ISAZISO SOMHLANGANO OMKHULU WONYAKA

Ibhodi laBaqondisi leNkampani ("i**Bhodi**"), ngokuhambisana nesigaba 62(3)(a), uma sifundwe nesigaba 59 soMthetho weZinkampani, sahlonza ukuthi onesabelo wabhala kwirejista yokuphepha kweNkampani njengangosuku oluqoshiwe lokuvota lwangoLwesihlanu, 27 Ncwaba 2021 linelungelo lokubamba iqhaza nokuvota kwi-AGM, kanjalo, usuku lokugcina lokuhweba ngamasheya eNkampani ukuze kuqoshwe kwirejista yokuphepha ukuze babe nelungelo lokubamba iqhaza nokuvota kwi-AGM kuyoba uLwesibili, 24 Ncwaba 2021.

Ngenxa : (i) yokuqubuka kobhubhane lwe-COVID-19 eNingizimu Afrika, umumo wayo njengobhubhane oluqhubekayo kanye nokubizwa kwayo "ngenhlekelele kazwelonke" ngokwemigomo yoMthetho wokuLawula iZInhlekelele No. 57 wowezi-2002, njengoba uchitshiyelwe (nangendlela, izivimbi ezibekiwe mayelana nokuhlangana kwabantu), ngosuku lokuqopha kanye nesimemezelo esilandela lapho sikaMengameli uCyril Ramaphosa ngemvalelwakhaya kazwelonke; kanye (ii) ne-MOI ye-MTN Zakhele Futhi ivumela iNkampani ukuze ibambe imihlangano emkhulu nama- AGM (nanoma yikuphi okuyikho) ngokugcwele ngendlela yokuxhumana nge-elekthronikhi njengoba kuchazwe esigabeni 63(2)(a) soMthetho weZinkampani, iBhodi, ngaphansi kwezimo, sahlonza ukuthi kubalulekile, kuwukuhlakanipha futhi kuyathandeka ukuba i-AGM ezayo yenziwe ngokuxhumana kwe-elekthronikhi ngokugcwele, njengoba kuvunyelwe yi-JSE ngokuhambisana ngezihlinzeko zoMthetho weZinkampani kanye ne-MOI. Abanesabelo bazoba nethuba lokufaka amavoti abo nge-elekhthronikhi nge-iProxy platform ngaphambi komhlangano, noma ukuthi bathumele amafom abo okuba nabababamele, noma ukubamba iqhaza kanye/noma ukuvota ngekhompyutha, kusetshenziswa i-smartphone, ithebhulethi noma ikhompyutha, okuncike ezihlinzekweni ezingena kwabanesabelo abafakwe kwikhompyutha abarejiste ngaphandle kwegama. Uyacelwa ukuba ubheke amakhasi 39 kuya ku 42 walesi saziso se AGM ukuze uthole imininingwane yokuthi ulibamba kanjani iqhaza emhlanganweni. I-iProxy platform izotholakala kusukela ngelesi- 09:00 ziyi-17 Ncwaba 2021.

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

Ukuhlonza abababambiqhaza emhalanganweni

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

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

I-AJENDA

1. Ukwethulwa kwezitatimende zezimali zonyaka

Izitatimende zezimali zonyaka ezihloliwe zeNkampani (njengoba zivunywe yiBhodi), okufaka nombiko wabaqondisi, umbiko wezimali, umbiko wekomidi lengcuphe nelokuhambisana nombiko wabacubunguli mabhuku ezimali bangaphandle wonyaka ophele zingama-31 Zibandlela 2020, usatshalaliswe kwabanesabelo njengoba kudingeka bese kwethulwa kwabanesabelo kule AGM njengoba kudingeka ngokwemigomo yesigaba 61(8)(a) soMthetho weZinkampani.

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

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

2. IZIXAZULULO EZIMKHULU

2.1 Isixazululo esejwayelekile esingunombolo 1.1 kuyaku 1.2

Ukukhethwa kabusha komqondisi othatha umhlalaphansi ngokushintshana

UMnu Gelink noNk Mapongwana bathatha umhlalaphansi ngokushintshana ngokwemigomo yesigatshana 24.7 se-MOI, esidinga abaqondisi abangaphansi koyedwa kwabathathu kubaqondisi kuleyo naleyo AGM. UMnu Gelink noNk Mapongwana, befanele, bayazinikela ukuba bakhethwe kabusha.

Isixazululo esikhulu esingunombolo 1.1:

Ukukhethwa kabusha kukaGrant Gelink njengomqondisi

UGrant Gelink ungumqondisi ozimele ongathathi izinqumo kanti usebenza njengosihlalo wekomidi lokucubungula amabhuku ezimali nengcuphe. Impilomlando ephelele yomqondisi ibhalwe ekhasini 3 lalesi saziso.

"Sanquma ukuthi, uGrant Gelink, othatha umhlalaphansi ngokushintshana ofanele nongatholakala ukuba akhethwe kabusha, lapha ukhethwa njengomqondisi weNkampani."

Isixazululo esejwayelekile esingunombolo 1.2:

Ukukhethwa kabusha kuka Belinda Mapongwana njengomqondisi

UBelinda Mapongwana ungumqondisi ongathathi izinqumo kaiit usebenza njengosihlalo webhodi leNkampani. Impilomlando ephelele yomqondisi ibhalwe ekhasini 2 lalesi saziso.

"Sanquma ukuthi, uBelinda Mapongwana, othatha wumhlalaphansi ngokushintshana, ofanele nongatholakala ukuba akhethwe kabusha, lapha uqokwa kabusha njengomqondisi weNkampani."

Iphesenti lamalungelo okuvota elidingekela isixazululo esejwayelekile esingunombolo 1.1 kuya ku 1.2 okumele lemukelwe lingaphezu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota okwenziwa kuleso naleso sixazululo.

2.2 **Isixazululo esejwayelekile esingunombolo 2.1 kuya ku2.3** ***Ukukhethwa kwaMalungu eKomidi lokuCubungula amabhuku ezimali neNgcuphe***

Isixazululo esejwayelekile esingunombolo 2.1:

"**Sanquma ukuthi**, ngokuncike ekuphase kwesixazululo esejwayelekile esingunombolo 1.1, uGrant Gelink lapha uqokwa njengelungu lekomidi lokuhlola amabhuku ezimali nengcuphe kusukela ekupheleni kwalo mhlangano ngokwemigomo yesigaba 94(2) soMthetho weZinkampani, kuze kube sekuphothulweni kwe-AGM elandelayo."

Isixazululo esejwayelekile esingunombolo 2.2:

"**Sanquma ukuthi, u-**Edward Pitsi lapha uqokwa njengelungu lekomidi lokuhlola amabhuku ezimali nengcuphe kusukela ekupheleni kwalo mhalangano ngokwemigomo yesigaba 94(2) soMthetho weZinkampani, kuze kube sekuphothulweni kwe-AGM elandelayo."

Isixazululo esejwayelekile esingunombolo 2.3:

"Sanquma ukuthi, ngokuncike ekuphaseni kwesixazululo esejwayelekile esingunombolo 1.2, uBelinda Mapongwana lapha uqokwa njengelungu lekomidi lokuhlola amabhuku ezimali nengcuphe, kusukela ekupheleni kwalo mhlangano ngokwemigomo yesigaba 94(2) soMthetho weZinkampani, ukuze kube sekupheleni kwe-AGM elandelayo."

Iphesenti lamalungelo okuvota elidingekela isixazululo esejwayelekile esingunombolo 2.1 kuya ku 2.3 okumele lemukelwe lingaphezu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota okwenziwa kuleso naleso sixazululo.

2.3 **Isixazululo esejwayelekile esingunombolo 3**

Ukuqokwa kabusha kwabacubunguli mabhuku ezimali bangaphandle

Isixazululo esejwayelekile esingunombolo 3.1:

"Sanquma ukuthi, i-SizweNtsalubaGobodo Grant Thornton Inc. ukuba iqokwe kabusha njengomcubunguli mabhuku ezimali weNkampani ukuba isebenze kusukela ekupheleni kwalo mhlangano kuze kube sekupheleni kwe-AGM elandelayo yeNkampani, uNhlanhla Sigasa uzoba wumcubungulimabhuku ezimali obekiwe."

Iphesenti lamalungelo okuvota elidingekela isixazululo esejwayelekile esingunombolo 4 okumele lemukelwe lingaphezu kwama-50% (amaphesenti angamashumi amahlanu) amalungelo okuvota okwenziwa kuleso naleso sixazululo.

3. IZIXAZULULO EZIKHETHEKILE

3.1 Isixazululo esikhethekile esingunombolo 1

Iholo eliphakanyisiwe elizokhokhelwa abaqondisi abangathati izinqumo

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

Ibhodi le-MTN Zakhele Futhi (RF) Limited

	Imali yokugcina yonyaka (ZAR)		Imali yokwethamela (ZAR) (ngomhlangano)
	Imali yamakota ephakanyisiwe	Isamba sonyaka	Imali yokwethamela ephakanyisiwe yokwethamela (ngomhlangano)
USihlalo	31 585	126 340	49 748
Ilungu	13 810	55 240	27 619

**Kucatshangwa ukuthi ibhodi lizohlangana njalo ngamakota.*

Ikomidi lokuhlola amabhuku nengcuphe leMTN Zakhele Futhi (RF)

	Imali yokugcina yonyaka (ZAR)		Imali yokwethamela (ZAR) (ngomhlangano)
	Imali yamakota ephakanyisiwe	Isamba sonyaka	Imali yokwethamela ephakanyisiwe yokwethamela (ngomhlangano)
USihlalo	N/A	N/A	21 763
Ilungu	N/A	N/A	15 040

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

I-MTN Zakhele Futhi (RF) Limited – Ama-asayinimenti/amaphrojekthi akhethekile ngomsebenzi wosuku/ wesizathu esithile	
Isilinganiso sosuku/sehor (ZAR) ngaphandle uma kushiwo	**Okuphakanyisiwe**
I-asayinimenti ekhethekile noma iphrojekthi ngosuku noma iphrojekthi ngosuku	12 039
Umsebenzi owenziwe ngenhloso ethile, okufaka i-asayinimenti ekhethekile namaphrojekthi, okufaka imihlangano yocingo (isilinganiso sehora)	1 505

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

Isiphakamiso esibalulwe kwisixazululo esikhethekile esingunombolo 1, sihambisana neholo elikhokhwe abaqondisi abangathathi izinqumo nabanye abasebenzi abangathathi izinqumo bezinye izinkampani zaseNingizimu Afrika kanti lokhu kumele unyuko lwama-3.5% ezimalini zangonyaka owedlule. IBhodi selisivumile isiphakamiso.

Iholo elibuyekeziwe eliphakanyisiwe lithathwa njengelilungile nelikahle eleseka iNkampani.

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

3.2 **Isixazululo esikhethekile esingunombolo 2**

Izichibiyelo eziphakanyisiwe kwimemorandamu yokusebenzisana eNkampanini

"Sanquma ukuthiimemorandamu ekhona yokusebenzisana yeNkampani ("i-**MOI**")ichitshiyelwe bese kufakwa enye esikhundleni sayo ngokuphelele nge-MOI entsha ("i-**New MOI**"), echitshiyelwayo ye-MOI ekhona evunywe yizixazululo zebhodi leNkampani bese kufakwa ama-inishiyeli wusihlalo webhodi ngenhloso yokuhlonza, nokuveza (ngenhloso yenkomba kuphela) izichibiyelo ezisebenza ngendlela kwi-MOI ekhona ngefomethi ebhaliwe elandelekayo, ngalesi sixazululo eqala ukusebenza ngokuhambisana nezihlinzeko zoMthetho weZinkampani kodwa hhayi ngaphambi kweziphetho zomhlangano ngalesi sixazululo uyaphaswa."

Izici ezibalulekile we-MOI eNtsha zibalulwe emanothini achazayo kulesi saziso se-AGM eqalayo ekhasini 24. I-MOI eNtsha ephelele, eveza izichibiyelo ezenziwe ezihambisana nalesi sixazululo esikhethekile esingunombolo 2 (okufaka uhlobo olugcwele) uhlobo lokunciphisa inkomba, ohlonze izichibiyelo ngefomethi ebhaliwe kwi-MOI ekhona, okufaka iSithasiselo A (Amalungelo, imigomo namagunya ahambelana neMTN Zakhele Futhi Preferred Shares)) siyatholakala ukuba sihlolwe kwiwebhusaythi yeNkampani, kanye ne- (i) zichibiyelo ezenziwe noma ezizokwenziwa kwimemorandamu yokusbenzisana kaJabisan 04 (RF) i-Proprietary Limited (okuyisikhungo esihlinzeka ubukhona bamasheya akhethiwe eNkampanini) kanye (ii) neSivumelwano soKukhokhela kabusha phakathi, phakathi kokunye, iNkampani, abakhokheli abakhona bamasheya akhethiwe ne-MTN ("**Refinancing Agreement**"), elawula ukuqalisa ukusebenza koKukhokhela kabusha (okuchazwe ngezansi) kanti kufaka njengezithasiselo kulokho izivumelwano eziphathekayo ezithintekayo kulokhu kuKhokheleka kabusha, ku- https://www.mtnzakhelefuthi.co.za/home/agm nesihloko esithi "**MTN Zakhele Futhi MOI – 2021 Amendments**". Lolu hlobo lwe-MOI entsha luyatholakala ukuba libhekwe, kuncike emiyalelweni ye-Covid-19 namaphrothokholi, ehhovisi elirejistiwe leNkampani leNedbank, 135 Rivonia Road, Sandown, Johannesburg, 2193 noma ehhovisi loMxhasi eGround Floor, Golden Oak House, Ballyoaks Office Park, 35 Ballyclare Drive, Bryanston, 2021.

Iphesenti lamalungelo okuvota adingekela isixazululo esikhethekile esingunombolo 2 okumele lemukelwe ukuthi liyoba (i) njengesixazululo esikhethekile ngaphansi koMthetho weZinkampani 71 wowe2008, njengoba uchitshiyelwe, ama-75% wamalungelo okuvota asetshenziwe esixazululweni esikhethekile esingunombolo 2 ngabo bonke abanikazi bamasheya eNkampanini (onke amakilasi okuvota), nokongeza (ii) okungenani ama-65% amalungelo okuvota asetshenzwe kwisixazululo esikhethekile esingunombolo 2 abanikazi kumasheya amkhulu eNkampanini. Kuyaqapheleka ukuthi imvume yenkontileka yabo bobabili i-ejenti nabanikazi bamasheya akhethiwe eNkampanini nakuMTN iyadingeka kanti itholakele (noma kuyothi, ngaphambi kosuku lwale AGM, kutholakale) ngezinhloso yalezi zichibiyelo kule MOI. I-JSE Limited ("JSE") isivume izichibiyelo

eziphakanyisiwe kwi-MOI.

3.3 **Isixazululo esikhethekile esingunombolo 3**

Financial Assistance pursuant to isigaba 44 of the UMthetho weZinkampani

"Sanquma ukuthi kuncike ekuhambisaneni nezidingo zoMthetho weZinkampani kanye neMOI, ibhodi leNkampani lingagunyaza iNkampani ukuhlinzeka nanoma yiluphi usizo lwezezimali oludingekela ukuba luhlinzekwe yiNkampani mayelana neSivumelwano sokuKhokhela kabusha, amanye namaDokhumenti eZezimali (amadokhumenti anjalo abizwa ngama- "**Relevant Documents**") kanye/noma ukusetshenzwa okubhekwa lana, kunoma yimuphi umuntu, ngazo zonke izinhloso ezidingeka ngaphansi kwesigaba 44 soMthetho weZinkampani, okufaka 44(3)(a)(ii) soMthetho weZinkampani, lelo gunya lokumelana esikhathini esiyiminyaka emibili kusukela ngosuku lwalesi sixazululo."

Isixazululo esikhethekile esingunombolo 3 sigunyaza ibhodi leNkampani ukunika ukuphepha kanye/noma nosizo lwezezimali kunoma yimuphi omunye umuntu, okufaka kodwa akugcini kubanikazi bamasheya akhethiwe omuntu oseceleni noMTN ngokuhambisana nokuKhokhela kabusha namaDokhumenti aNgenayo, okungaholela eNkampanini ehlinzeka usizo lwezezimali oluqondile nolungaqondile ngokwencazelo yesigaba 44 soMthetho weZinkampani. Isixazululo esingenhla sigunyaza ibhodi leNkampani ukuze linikeze lolo sizo olungaba khona lwezezimali, okuncike ekuhambisaneni nezidingo ze-MOI soMthetho weZinkampani.

Iphesenti lamalungelo okuvota elidingekayo esixazululweni esikhethekile esingunombolo 3 elizothathwa kumele (i) njengesixazululo esikhethekile ngaphansi koMthetho weZinkampani 71, ama-75% amalungelo okuvota esetshenziwe esixazululweni esikhethekile esingunombolo 3 ngabo bonke abanikazi bamasheya eNkampanini (onke amakilasi okuvota), nokongeza (ii) okungenani ama-65% wamalungelo okuvota asetshenziwe esixazululweni esikhethekile esingunombolo 3 ngabanikazi bamasheya ajwayelekile eNkampanini.

Isikhathi sokusebenza sezixazululo

Okunye okuhlinzekwa ngokucacile ngale kwalokho, zonke izixazululo ziyoqala ukusebenza ngokushesha uma sezivunyiwe ngabaningi abanesabelo.

Izinqubo zokuvota

Ukuvota kwi-AGM kuzokwenziwa ngekhompyutha. Indawo yokuvota ngekhompyutha izoba khona ezokwenza bonke abanesabelo abethamela ivoti emhlanganweni, okuncike ezihlinzekweni ezingenayo kwabanesabelo abanesitifiketi abarejiste ngaphandle kwegama. Ukuvota kuzo zonke izixazululo ziyokwenziwa ngendlela yokuvota. Onobhala bayohlonza umuntu ngamunye onesabelo emhlanganweni ziyohlonza inani lamavoti lapho onesabelo ziyokwazi ukuwasebenzisa emhlanganweni. Abanesabelo abaphothule baphinde babuyisa amafomu okumelwa, okufaka nanoma yisiphi isicelo sokumelwa esigcwalisiwe saphinde sabuyiswa ngenkundla ekwikhompyutha ngeke kudinge ukuvotwa emhlanganweni. Uhlelo lokuvota lwabanesabelo abakhetha ukubamba iqhaza lufakwe nemininingwane kwigaydi ekwikhompyutha ekhasini 39. Abanesabelo bayakhuthazwa ukuba babambe iqhaza baphinde basebenzise ifomu lokumelela noma indlela yokuvota kwikhompyutha ukuqinisekisa ukuthi onke amavoti abanesabelo ayabalwa, okuncike ezihlinzekweni ezingena kwabanesabelo abanezitifiketi ngaphandle kokurejista ngegama laso.

Ukuvota nokumelwa

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

Ithuluzi eliphothulwe ngendlela yokuqoka ozomela kanye negunya, uma kukhona, okusayinwa ngaphansi okumele kusayinwe bese kufakwa abanesabelo ngonobhala bokwedlulisa beNkampani, iNedbank Limited, ukusebenza ngeyunithi yebhizinisi lokuPhatha i-Share Scheme, inombolo yokurejista: 1951/000009/06, at 135 Rivonia Road, Sandown, Johannesburg, 2193 noma nge-imeyli ekhelini le-imeyli: ssa-zakhelefuthi@Nedbank.co.za ngaphambi kokuqala komhlangano okumele ubanjwe ngele- 11:30 (isikhathi saseNingizimu Afrika) ngoLwesibili, 7 Mandulo 2021 ukuze kusizakale abanesabelo abacelwe ukuba bafake onke amadokhumenti kungakashayi ele-11:30 (isikhathi

saseNingizimu Afrika) ngoMsombuluko, 6 Mandulo 2021. Igama nemininingwane yekheli lomabhalane bokwedlulisa inikwe ngemuva efomini lokumelwa.

Ukunaka abanesabelo siqondiswe amanothi Ongeziwe aqukethwe efomwini lokumelela elifakwe kulesi saziso ekhasini 45.

Ifomu lokumelela elinanyathiselwe lihlinzekelwe abanesabelo ukuze basizakale. Abanesabelo abaphoqelekile ukuba basebenzise ifomu elinanyathiselwe kanti bangakhetha ukuba nongabamela ngokubhala ngaphansi kwesigaba 58 soMthetho weZinkampani. Isifingqo sezihlinzeko zalesi sigaba sifakiwe esithasiselweni sesaziso se-AGM. Abanesabelo abafakwe kwikhompyutha abarejiste ngaphandle kwamagama abo kumele bayalele i-CSDP, ibhrokha noma okhethiwe ukuthi bazovota kanjani. Imiyalelo yokuvota kumele ifinyelele kwi-CSDP, ibhrokha noma okhethiwe esikhathini sanele ukuvumela i-CSDP, ibhrokha noma okhethiwe ukuba eluleke iNkampani noma omabhalane bokwedlulisela beNkampani, iNedbank Limited (ukusebenza ngeyunithi yebhizinisi lokuPhatha i-Share Scheme) kwemiyalelo yabo kungakadluli ele-11:30 ziyisi-6 Mandulo 2021, ukuze basizakale ngezokuphatha.

Abanesabelo abafakwe kwikhompyutha abarejiste ngaphandle kwegama labo abafisa ukwethamela, ukubamba iqhaza ngekhompyutha kanye/noma nokuvota kwi-AGM kudingeka kuthintwane kuqala kanye/noma ukunika umyalelo i-CSDP yabo, ibhrokha noma okhethiwe ukuba akhiphe izincwadi ezidingekayo zokumela ngemigomo yesivumelwano sokufukamela okungene kuso abanesabelo abafakwe kwikhompyutha kanye ne-CSDP yabo, ibhrokha noma okhethiwe ukwenza lokho nokulandela inqubo engenhla. Ukuze kube lula ngokokuphatha, abanesabelo bacelwa ukuba bafake izincwadi zokumelwa komabhalane beNkampani kungakadluli ele-11:30 ziyisi-6 Mandulo 2021.

Kukhishwe yiBhodi

Belinda Mapongwana
USihlalo: Ibhodi laBaqondisi 10

Ncwaba 2021

Ikheli lebhizinisi nehhovisi elirejistiwe

135 Rivonia Road
Sandown
Johannesburg
2193

Omabhalane bokwedlulisela nokuxhumana nonesabelo

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

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

Ukukhethwa kabusha kwabaqondisi abazothatha umhlalahansi ngokushintshisana kwi-AGM – Isixazululo esejwayelekile esingunombolo 1.1 to 1.2

Izigatshana 24.7 no 24.8 zeMOI, okufaka, ukudinga umqondisi oyedwa kwabathathu (okufaka i-MTN Nominated Directors), abazothatha umhlalaphansi ekuphothulweni kwaleyo naleyo AGM kanye nalabo baqondisi, abakwazi ukungenela ukukhethwa kabusha, ukuze bakhethwe kabusha abanesabelo. UGrant Gelink noBelinda Mapongwana njengoba bethathe umhlalaphansi ngokushintshana ngokwemigomo ye-MOI, bekulungele, bayazinikela ukuba bavotelwe kabusha njengabaqondisi beNkampani. Imininingwane yabo yempilo ibalulwe ekhasini 2 no 3.

Ukukhethwa kwekomidi locubungula amabhuku ezimali – Isixazululo esejwayelekile esingunombolos 2.1 kuya ku- 2.3

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

Ukuqashwa kabusha kwabacubunguli bamabhuku ezimali – Isixazululo esejwayelekile esingunombolo 3

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

Iholo elikhokhelwa abaqondisi – Isixazululo esikhethekile esingunombolo 1

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

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

Izichibiyelo eziphakanyisiwe kwimemorandamu yokusebenzisana zeNkampani – Isixazululo esikhethekile esingunombolo 2

Amagama anosonhlamvukazi nezigejana ezisetshenziswe kulama nothi echazayo ngezansi anencazelo efanayo namatemu achazwe kwi-MOI eNtsha, ngaphandle uma echazwe ngezansi noma kulesi saziso se-AGM noma kusho okunye.

Izichibiyelo kwi-MOI ziqhamuka endikimbeni ekukhokheleni impahla kabusha okuphakanyisiwe kokukhokhelwa kwamasheya akhethiwe okuhlinzekwe ku-Jabisan 04 (RF) Proprietary Limited ("**BFC2**") ngokwemigomo okuyothi ngosuku lokukhokhela kabusha, okucatshangwa ukuthi ziyobe zingama-30 Mandulo 2021 ("**Refinancing Date**") ("**Refinancing**"):

(i) I-Nedbank Limited, ngesabusidiyari yayo ephelele, iDepfin Investments Proprietary Limited ("**Depfin**"), ifisa ukuphuma ekubeni wumkhokheli wamasheya akhethiwe kwi-BFC2;

(ii) Imali yamasheya akhethiwe ekhona ihlinzekwe yi-BFC2 nge-United Towers Proprietary Limited ("**United Towers**"), i-FirstRand Bank Limited, esebenza nge-Rand Merchant Bank division ("**RMB**") kanye ne-MMI Group Limited ("**MML**") (i-MML, i-United Towers, i-RMB ne-MML ebizwa nge "**BFC2 Refinancing Investors**") izohlala ikhona, okuncike ezichibiyelweni ezithile zamatemu ohwebo alawo masheya akhethiwe;

(iii) Okuncike eSivumelwaneni sokuKhokhela kabusha (njengoba kuchaziwe ngezansi) okugcina kungenazizathu ngokuhambisana nemigomo, abatshalizimali i-BFC2 Refinancing Investors bazongenelela, ngokugcwele, ngamasheya akhethiwe akhulayo ongeziwe angama-383 939 kwi-BFC2, azoba nemigomo efanayo nemibandela njengamasheya akhethiwe akhona kwi-BFC2 **("BFC2 Tranche 2 Preference Shares")**;

(iv) I-BFC2 ingasebenzisa izimali ezitholakele kwiBFC2 Tranche 2 Preference Shares ukuze adayiswe ngokuzikhethela, ngokubona okunesiqiniseko komqondisi we-BFC2, amasheya akhethiwe abanjwe yi-BFC2 ye-Depfin;

(v) njengoba i-Depfin ingeke isaba wumkhokheli wamasheya akhethiwe kwi-BFC2, i-RMB izongena esikhundleni seNedbank Limited (esebenza ngophiko lwayo nge-Corporate and Investment Banking division) ("**Nedbank**") njnge-ejenti yamasheya i-Preference Share Agent, i-Calculation Agent, i-Preference Share Custodian ne-Account Bank ne-FirstRand Bank Limited esebenzisa imisebenzi ye-RMB Custody and Trustees Services ("**RMB Custody and Trustees Services**") ezongena esikhundleni seNedbank (esebenza ngophiko lwayo lweNedbank Investor Services business unit) **("Nedbank Investor Services**") njengoMsingathi wokuPhepha. Iqhaza elibanjwe yiNedbank ekudayiselaneni kuyogcina ekuhlinzekeni imisebenzi njenge-BIC2 Administrator ne-BFC2 Administrator; kanti

(vi) kuyaqapheleka ukuthi izindleko zokuKhokhela kabusha ezibalulwe ngenhla zesamba esiyizigidi eziyi-R10 (okufaka ne-VAT) kuyokwenziwa yiNkamoani (kanti kufaka nemali ekhokhelwa ukubamaba iqhaza kubatshalizimali kwi-BFC2 Refinancing Investors sama-0.30% email ekhishiwe eyisamba yamasheya akhethiwe abangabanikazi bawo emva kokuKhokhela kabusha, uKuphepha kweNtela yoKwedlulisela kwama-R959 848, izimali zabameli ezingama- R4 198 807 kanye nezimali zokweluleka kwezamabhizinisi ezingama-R1 223 888).

Njengoba iamli yokukhokhela i-BFC2 Preference Share isiyenzeka njalonjalo ukukhokhelwa kwamasheya akhethiwe enziwa abe khona yi-BFC2 kuya kwi-BIC2, njengomphumela wokuKhokhela kabusha, kunezichibiyelo ezidingekayo ukuze enziwe ngokwemigomo yeBIC2 Preference Shares. Izichibiyelo ezinjalo okudingeka zenziwe ngokwemigomo ye-BIC2 Preference Shares, kanjalo noshinstho oluphakanyisiwe okumele lwenziwe kwi-MOI ekhona ngendlela elandelayo:

(A) **Izichibiyelo zokukhokhela impahla kabusha (Amatemu asemqoka ezohwebo)**

Lezi zichibiyelo ziveza amatemu ezohwebo asemqoka ngokuhambisana nokuKhokhela kabusha nezivumelwano zezohwebo ezilandela lapho okufinyelelwe kuzo phakathi kwabathintekayo kuMaDokhumenti eZimali abalulwe eThebuleni A ngezansi. Lezi zichibiyelo zisebenza kanyekanye nezichibiyelo ezisanda kwenzeka kuMaDokhumenti eZimali, okwafinyelelwa kuso ngoMbasa 2021, okwenza u-MTN (noma oQokwe wu-MTN) ukuqhubeza imali e

eyongeziwe eNkampanini ukweseka ukushoda kwemali engukheshi eNkampanini mayelana nesibopho seNkampani sokukhokha (1) iZintela (2) i-BIC2 Administrative Costs
(3) i-BIC2 Costs and Indemnity Amounts and (4) i-BIC2 Scheduled Preference Dividends. Ngaphezu kwezi- R15,000,000 okuyimali ehamba phambili ekhokhwa yiMTN Holdings eNkampanini ngoMandulo 2020, okuyinto yokuqala yemalimboleko engaphansi kwenye zakhishwa yiMTN Holdings ngoMbasa 2021 kwase kumenyezelwa uMsebenzi we-Stock Exchange News Service se-JSE zingama-23 Mbasa 2021, nokungumphumela wezinselelo zokungami ndawonye kweNkampani ngoMbasa 2021 okusuka esimemezelweni esenziwe wuMTN kuNdasa 2021 ukuthi kubekwe eceleni inkokhelo yedividendi ye-FY2020, kanjalo nenqubo yedividendi (nokubuka ngokuthi impahla ebambekayo yeNkampani

ingamasheya ajwayelekile kwa-MTN, nomphumela wezidingo zokungabi nezimali kweNkampani kuncike kumadividendi akhokhwe wu-MTN.)

(B) **Izichibiyelo zokukhokhela impahla kabusha (Ushintsho oluwumphumela)**

Lezi zichibiyelo ziqubuke njengomphumela wezichibiyelo zokukhokhela impahla kabusha (Amatemu aseMqoka eZohwebo) kubalulwe eThebuleni B ngezansi.

(C) **Izichibiyelo zeNdima ye-Ejensi**

Lezi zichibiyelo ziqubuka njengomphumela wokuthi i-RMB izongena esikhundleni seNedbank njenge-Preference Share Agent, i-Calculation Agent, i-Preference Share Custodian ne-Account Bank ne-RMB Custody neMisebenzi yaBanesabelo izongena eMisebenzini ye-Nedbank Investor Services njengoMgadi wokuPhepha futhi kubalulwe eThebuleni C ngezansi. Ukusebenza kokulawulwa kwansuku zonke kweNkampani nemisebenzi yokuPhatha ye-BFC2 okuzohlala ne-Nedbank Limited (okwenzeka ophikweni ngokuphathwa isikimu samasheya).

(D) **Izichibiyelo ezemkhulu (Ukuguqula namaphutha okubhala)**

Lezi zichibiyelo zincane kakhulu futhi (a) ziveza okuguquliwe ezincazelweni ezithile kanye nezinye izihlinzeko ukuveza izivumelwano okungenwe kuzo noma ezichitshiyelwe, noma okudayisiwe okualiswe ukusebenza kusukela kwenziwa i-MOI yokuqala eyemukelwa kowezi-2016 njengoba kuchitshiyelwe ziyi-15 Nhlangulana 2020 naku-3 Ncwaba 2020 ngokuqondene
(b) lungisa amaphutha obhalomagama kanye/noma okushiyiwe okubalulwe eThebuleni D ngezansi.

(E) **Isichibiyelo seKhoramu yoMhlangano weBhodi**

Lesi sichibiyelo siveza isichibiyelo sekhoramu yabaqondisi esidingekela imihlangano yabaqondisi ebalulwe eThebuleni E ngezansi nokungahlobene nokuKhokhela kabusha impahla.

Isixazululo esikhethekile esingunombolo 2 sizoba nomthelela wokuchibiyela imemorandamu yokusebenzisana yeNkampani kanye nokufaka esikhundleni i-MOI eNtsha endaweni yayo. Isizathungqangi sezichibiyelo eziphakanyisiwe zibalulwe kwi-MOI eNtsha wukuqalisa isigaba ngasinye sezichibiyelo ezichazwe ku- (A) kuya ku- (E) ngenhla.

ITHEBULA A: IZICHIBIYELO ZOKUKHOKHELA IMPAHLA KABUSHA (AMATEMU ASEMQOKA EZOHWEBO)

Inombolo ye-ayithemu	**Isigatshana esithintekayo seSithasiselo A** (Amalungelo, imigomo okuhlobene neMTN Zakhele Futhi **Amasheya akhethiwe) eMOI**	Okuqukethwe
1.	Isigatshana 1.3.28 (Incazelo ye-BFC2 Permitted Enforcement Action)	Ukuhambelanisa le ncazelo kanjalo nencazelo efana nayo ekuHlinzekweni kweSivumelwano se-MTN ngokukwazi kukaMTN noma i-MTN Acceded Nominee ukuze uthathe isinyathelo esimelene nokusebenza okongeziwe kwi-BFC2 ngokwezimo lapho uMTN noma i-MTN Acceded Nominee unobunikazo be-BFC2 Preference Shares njengomphumela womsebenzi we-Call Option kanye nokufaja i-BFC2 Enforcement Action ethathwa imelane ne-BFC2 nge-MTN noma i-MTN Acceded Nominee, ekubeni wumnikazi we-BFC2 Preference Shares, mayelana nanoma iyiphi i-MTN BFC2 Preference Shareholders Claim, abanomthelela abagunyazwe ngawo yi-BFC2 Preference Shares ngokuhambisana nezihlinzeko eziyizo ngeSivumelwano se-Interfunder njenge-BFC2 Permitted Enforcement Action.
2.	Isigatshana 1.3.53 (Incazelo ye-BIC2 Discharge Date)	Ukuhlinzeka for the Incazelo ye "BIC2 Discharge Date" (i) usuku lapho i-BIC2 Preference Share ihlengwe ngokugcwele, okokugcina nangokungaguquki ngokuhambisana nala matemu i-BIC2 Preference Share Terms; kanti (ii) uma, ngokuhambisana nezihlinzeko ze-BIC2 Preference Share Subscription Agreement, iNkampani iyadingeka ukukhokha izamba ezinkankanywa esigatshaneni 14 kulokho kwi-BIC2 Security Account, usuku lapho zonke izamba ezinjalo ezikhokhe ngokuphelele yi-BIC2 kwi-BIC2 Security Account.

3.	Isigatshana 1.3.58 (Incazelo ye BIC2 Dividend Rate Percentage) okufundwa nesigatshana 1.3.57 (Incazelo ye-BIC2 Dividend Rate)	Ukunciphisa isilinganiso se-BIC2 Dividend Rate (bese emva kwalokho kuba nezindleko esikhwameni) kusukela kuma-75% eSilinganisweni eSiphambili kusukela zingama 30 Mandulo 2021 uma ukuKhokhela kabusha kuqaliswa ukusebenza.
4.	Isigatshana 1.3.42 A (Incazelo ye-BIC2	Ukuhlinzeka ye-ncazelo ye-BIC2 Accumulated Preference Dividends njengama
	Amadividendi aKhethiwe aNqwabelene uKunqwabelana kwe-BIC2 Preference Dividends (okungukuthi, yi-BIC2 Accumulated	
	kanye nesigatshana 2.1.1 (BIC2 i-Scheduled Preference Dividends)	i-Preference Dividends) iyovunyelwa ezimweni ezithile, ukuchibiyela isigatshana sokusebenza ngokubala kanye nokukhokha i-BIC2 Preference Dividends ukufaka ilungelo lobunikazi be-BIC2 Preference Shares ukuthi athole i-BIC2 Accumulated Preference Dividends, futhi yakhe indlela, bese ibalula izimo, nokunqwabelana kwe-BIC2 Scheduled Preference Dividends, okungukuthi, kunoma iyiphi i-BIC2 Scheduled Preference Dividend Date okwenzeka zingama-30 Mandulo 2021, ngokushesha emva kokufakwa kwesicelo esiphakanyisiwe se-Priority of Payments ngoSuku lwe-BIC2 Scheduled Preference Dividend Date: (i) konke noma ingxenye enjalo ye-BIC2 Scheduled Preference Dividends asenqwabelene mayelana neBIC2 Preference Shares angaze afike oSukwini lwe-BIC2 Scheduled Preference Dividend Date akukhokhelwanga; (ii) ukungakhokhwa kwakho konke noma leyo ngxenye ye-BIC2 Scheduled Preference Dividends ngeke kube nomphumela kwi-Maximum Roll-Up Amount (njengoba kuchazwe ngezansi) okwedluliwe, bese kuba iNkampani inelungelo lokukhetha, ngokuthumela isaziso esibhaliwe kwi-Preference Share Agent ne-BIC2 Administrator esikhathini esingengaphansi kweZinsuku eziyi-10 (ishumi) ngaphambi koSuku lwe-BIC2 Scheduled Preference Dividend, ukunqwabelanisa kwakho konke noma uma leyo ngxenye ye-BIC2 Scheduled Preference Dividends okukhule mayelana ye-BIC2 Preference Shares kuze kufike kulolo Suku BIC2 Scheduled Preference Dividend, inqobo nje uma isamba se-Maximum Roll-Up Amount seqiwe kulolo Suku lwe-BIC2 Scheduled Dividend Date (ngokushesha emva kokufaka isicelo kosuku olungenayo lwe-Priority of Payments). Kulezo zimo, i-BIC2 Accumulated Preference Dividends ngeke kudingeke ukuba kumenyezelwe futhi kukhokhelwe kulolu Suku lwe-BIC2 Scheduled Preference Dividend, kodwa esikhundleni sokuba kudingeke ukuba imenyezelwe futhi ikhokhelwe ekulandeleni i-BIC2 Scheduled Preference Dividend Date. INkampani iyoba nelungelo lokwenza lokho kukhetha kanye onyakeni wezimali.
5.	Isigatshana 1.3.73 (Incazelo ye-BIC2 Permitted Enforcement Action)	Ukuhambisanisa le ncazelo nencazelo efana nayo eKuhlinzekeni kwe-MTN Subordination and Undertaking Agreement ukuze kukwazeke ukuba uMTN noma oyi-MTN Acceded Nominee ukuze athathe isinyathelo esongeziwe esimelene nezimo ze-BIC2 lapho u-MTN noma oyi-MTNAcceded Nominee unobunikazi be-BFC2 Preference Sharees njengomphumela womsebenzi we-Call Option kanye nokufaka nanoma iyiphi i-BIC2 Enforcement Action ethathelwe iNkampani wu-MTN noma

Inombolo	**Isigatshana esithintekayo seSithasiselo A** (Amalungelo,imigomo okuhlobene ne-MTN Zakhele Futhi Amasheya	**Okuqukethwe**
	i-MTN Acceded Nominee, esikhundleni sayo njengomnikazi we-BFC2 Preference Shares, mayelana ne-MTN BFC2 Preference Claim,	okungenelela isinqumo esithathelwe lokho ngokwe-BFC2 Preference Shares ngokuhambisana nezihlinzeko eziyizo ze-Interfunder Agreement njenge-BIC2 Permitted Enforcement Action.

Inombolo ye-ayithemu	**Isigatshana esithintekayo seSithasiselo A** (Amalungelo,imigomo okuhlobene neMTN Zakhele Futhi Amasheya akhethiwe) eMOI	**Okuqukethwe**
6.	Isigatshana 1.3.90 (Incazelo ye-BIC2 Scheduled Redemption Date)	Ukuhlinzeka usuku lokukhululwa kwe-BIC2 Preference Shares: (i) uma ukuKhokhelwa kabusha kwempahla kuqaliswa ukusebenza zingama-30 Mandulo 2021 ngokuhambisana nemigomo yeSivumelwano sokuKhokhela kabusha, zingama-23 Lwezi 2024 (noma kulezo zinsuku ezisesikhathi esizayo noma izinsuku okuvunyelwene ngazo ngokuBhala phansi yi-Ejenti i-Preference Share); noma (ii)
7.	Isigatshana 1.3.175A (Incazelo ye-Maximum Roll-Up Amount)	Uma ukuKhokhela kabusha akuqaliswa ukusebenza zingama-30 Mandulo 2021 ngokuhambisana nemigomo yeSivumelwano sokuKhokhela kabusha, usuku lokuxolela olubekiwe lwamhla zingama-23 Lwezi 2022 (noma lolo suku noma izinsuku okuvunyelwene ngaso ngokubhala phansi nge-Ejenti yePreference Share Agent).
8.	Isigatshana 1.3.229 (Incazelo ye-Refinancing)	Ukuhlinzeka incazelo ye-“***Maximum Roll-Up Amount***” njengokulandelayo: ngoSuku lwe-Priority of Payments Date, ngokushesha emva kokufaka isicelo sokuBekwa kulezo Zinsuku zokubeka phambili ukuKhokha e-Priority of Payments, isamba esilingana nama-105% (iphesenti eliyikhulu nesihlanu) isamba se-BIC2 Issue Price se-BIC2 Unredeemed Preference Shares kanye nakho konke okunqwabelana kanye/noma BIC2 Preference Dividends anqwabelene ne-BIC2 Unredeemed Preference Shares.
9.	Isigatshana 1.3.229A (Incazelo ye-Refinancing Agreement)	Ukuhlinzekela incazelo ye “Refinancing” njengokulandelayo: okuncike kwi-Refinancing Agreement okungabi namibandela ngokuhambisana nemigomo, isilungiselo lapho i-BFC2 iphakamisa ukukhipha ama-BFC2 Preference Shares kwi-MML, i-RMB ne-United Towers zingama-30 Mandulo 2021 kanye ukusetshenziswa kwezimali ezivele ekukhihweni kwe-BFC2 Preference Shares ukuhlenga ngokuzikhethela, ekuzimeleni nokubheka ukubuka komqondisi we-BFC2, i-BFC2 Preference Shares ebanjwe yi-Depfin zingama-30 Mandulo 2021
10.	Isigatshana 1.3.229B (Incazelo ye-Refinancing Date)	Ukuhlinzeka i ncazelo ye-“***Refinancing Agreement***” njengoba\ kulandela: isivumelwano esibhaliwe okungenwe kuso noma okuzongenwa kuso phakathi, okufaka, iNkampani, i-BFC2, u-MTN, u-MTN Holdings ne-BFC2 Refinancing Investors, ngokwemigomo yokuthi, okufaka, (i) ukuKhokhela kabusha kuqalisa zingama-30 Mandulo 2021 (ii) amaDokhumenti eZimali athile achazwe bese efakwa kabusha, emigomweni nokuncike ezimweni zakhona.

Inombolo	**Isigatshana esithintekayo seSithasiselo A** (Amalungelo,imigomo okuhlobene ne-MTN Zakhele Futhi Amasheya	**Okuqukethwe**
11.	Isigatshana 2.1.3 – Ukuhlinzekela i-BIC2 Margin Dividend uma kuba nokunye uKukhokhela kabusha impahla, noma uma kunoKulahlwa. Ukuhlinzeka incazelo ye-“***Refinancing Date***” njengoba kwakunjalo zingama-30 Mandulo 2021, sokuncike eSivumelwaneni sokuKhokhela kabusha okungabi nezizathu	ngokuhambisana ngokwemigomo. Ukuhlinzeka kwe-BIC2 Margin Dividend okumele kukhokhelwe (i) ukuKhokhela kabusha kuyaqaliswa zingama-30 Mandulo 2021 (ii) neNkampani nganoma yisiphi isikhathi emva kwamhla zingama-30 Mandulo 2021 kuzohlenga onke ama-BIC2 Preference Shares bese kukhokhelwa iSamba se-BIC2 Redemption Amount ngesheya ngalinye le-BIC2 Preference Share elikhokhelwa ngemali ekhuphula okunye okukhokhela kabusha (okungukuthi, ngale kokuKhokhela kabusha okulindeleke ukuba kwenzeke zingama-30 Mandulo 2021) ngendlela elandelayo: idividendi ye-BIC2 Margin Dividend yama-2% uma kungukuthi ukukhokhela kabusha noma uKulahlwa ezinyangeni ezi-12 kuya kwezingama-24 emva koSuku lwe-Refinancing Date kanye neDividendi yeBIC2 Margin Dividend uma okunye ukukhokhela kabusha noma uKulahlwa okwenzeka emva kwalokho.

12.	Isigatshana 2.1.6.3 (Izihlinzeko eziqondile ezingena kuma-BIC2 Adjustment Events athile)	Ukuhlinzeka lokho, uma usebenzisa ifomula yokusebenza kwe-BIC2 Adjustment Event, ukuthi iphesenti le-BIC2 Dividend Rate Percentage akumele kwehliswe kwiphesenti le BIC2 Dividend Rate Percentage okungaphansi kokunye (i) ngaphambi kwamhla zingama-30 Mandulo 2021, iphesenti le-BIC2 Dividend Rate Percentage elingaphezu koSuku lokuKhipha; kanye (ii) ngamhla noma kusukela zingama-30 Mandulo 2021, iphesenti le-BIC2 Dividend Rate Percentage eliba khona zingama-30 Mandulo 2021.
Isigatshana 2.1.6.4 (i-Reciprocity)		Ukunqinda ukwehla okungaba khona kwiPhesenti le-BIC2 Dividend Rate Percentage engekho ngaphansi (i) ngaphambi kokuSuku lokuKhokhela kabusha impahla, iphesenti le-BIC2 Dividend Rate Percentage eliba ngaphezu koSuku lokuKhipha; (ii) kusukela oSukwini lokuKhokhela kabusha, Iphesenti le-BIC2 Dividend Rate Percentage okuyilona eliba ngaphezu koSuku lokuKhokhela kabusha kanye nokuhlinzeka ukuthi ifomula imi kanjani ebalulwe esigatshaneni 2.1.6.3.3 (izihlinzeko eqondile engena ku-BIC2 Adjustment Events ethile) kumele isetshenziswe ngenkomba kunoma iyiphi i-BIC2 Adjustment Event echazwe esigatshaneni 2.1.6.2.3.7 (i-BIC2 Adjustment Events) okwenzeka nokudinga ukuthi i-BIC2 Dividend Rate incishiswe.
13.	Isigatshana 1.3.270 (Incazelo ye Trigger Isikhathi se-Event Call Option)	Ukwenyusa isikhathi se-Trigger Event Call Option se-BFC2 ethile I-Potential Trigger Events kusukela oSukwini loku-1 lokuSebenza kuya eZinsukwini ezi-2 Zokusebenza noma iZinsuku ezi-3 zokuSebenza, nanoma yikuphi okungenzeka.
14.	Isigatshana 2.3 (i-BIC2 Trigger Events) Isigatshana 2.3.1.23	Ukuchibiyela Isigatshana 2.3.1.15 (i-Total Share Cover Ratio), (i-Permitted Action) nesigatshana 2.3.1.31 (i-VWAP ye-MTN Shares), ukwenyuka isikhathi sokuhlenga yalawa ma-BIC2 Potential Trigger Events ngoSuku lweBhizinisi olu-1 (kodwa manje kunesikhathi sokuhlenga seZinsuku eZi-2 zeBhizinisi kuleyo naleyo BIC2 Trigger Events). Ukuchibiyela isigatshana 2.3.1.24 (i-Insolvency Events) ukuhlinzeka isikhathi sokuhlenga eZinsukwini ezi-2 zeBhizinisi kuwo wonke ama-BIC2 Potential Trigger Events okuqubuka kuma-Insolvency Events. Ukuchibiyela isigatshana 2.3.1.25 (Listing of MTN), Isigatshana 2.3.1.26 (Ukuhweba ngama-MTN Shares) nesigatshana 2.3.1.37 (Ukwehla nokwenyuka kweSilinganiso se-Volatility Protection Share Cover Ratio) ukwenyusa isikhathi sokuhlenga kulawa ma-BIC2 Potential Trigger Events ngeziNsuku ezi-2 zeBhizinisi (ukuze manje kube nesikhathi sokuhlenga esiyiziNsuku ezi-3 zeBhizinisi kuleyo naleyo BIC2 Trigger Events). nezigatshana 3.2.2 (i-Special Priority of Payments)
15.	Isigatshana 1.3.9 (Incazelo yeZindleko zokuPhatha) esifundwa nesigatshana 3.1.1 (i-Pre BIC2 Trigger Event Priority of Payments)	
16.	Isigatshana 3.2 (Isandulelo kwi-Special Priority of Payments)	

Inombolo	Isigatshana esithintekayo seSithasiselo A (Amalungelo,imigomo okuhlobene ne-MTN Zakhele Futhi Amasheya	Okuqukethwe

Ukuchibiyela i-Pre BIC2 Trigger Event Priority of Payments ukuchaza ukuthi, uma kubhekwa ezinkokhelweni zihamba phambili, iziNtela neZindleko zokuPhatha ziyahlonzwa, ngokubheka kwe-BIC2 noma i-BFC2, ngokubheka (i) ngokushesha ezinyangeni eziyi-12 ezilandelayo noma (ii) isikhathi kuze kufike esikhathini soSuku oluyi-Priority of Payments Date.

Ukuchibiyela ukureferensa eSivumelwaneni se-BIC2 Preference Share Subscription Agreement ukuveza iSamba eSibekwe eceleni kanye/noma neSamba sakwa-SARS kungakhokhwa ngaphansi kwesigatshana 14 (hhayi kuphela i-14.11) waleso sivumelwano.

Inombolo ye-ayithemu	**Isigatshana esithintekayo seSithasiselo A** (Amalungelo,imigomo okuhlobene ne MTN Zakhele Futhi Amasheya akhethiwe) eMOI	**Okuqukethwe**
17.	Isigatshana 3.3.2	Ukuchibiyela ukukhrosireferensa eSivumewaneni se BIC2 Preference Share Subscription Agreement ukubheka ukuthi iSamba kanye/noma iSamba sakwaSARS esingakhokhwa ngaphansi kwesigatshana 14 (hhayi nje ngaphansi kuka-14.11) saleso sivumelwano sokukhokhelwa kule nto yokuKhokhela i-Post Trigger Event Priority of Payments).
18.	Isandulelo esigatshaneni 3.3 (i-Post Trigger kungena kuphela UkuKhokhela iSenzeko esihamba phambili)	Ukuhlinzeka ukuthi ukuKhokhela le Post Trigger Event Priority inqobo nje uma i-BIC2 Trigger Event iyaqhubeka.
19.	Isigatshana 3.3.3 (ukuKhokhela i-Post Trigger Event Priority)	Ukuchibiyela ikhrosireferensi eSivumelwaneni se-BIC2 Preference Share Subscription ukuveza isamba esisasele se-BIC2 Total Proceeds kuyosetshenziswa ngokukhokhela izamba ngaphansi kwesigatshana 14 (hhayi nje esigatshaneni 14.11 kuphela) saleso ivumelwano.

ITHEBULA B: IZICHIBIYELO ZOKUKHOKHELA IMPAHLA KABUSHA (USHINTSHO OLUYIMIPHUMELA)

Inombolo ye-ayithemu	Isigatshana esithintekayo eMOI	Okuqukethwe
1.	Isigatshana 1.3.9	Incazelo yeZindleko zoluPhatha.
2.	Isigatshana 1.3.9.2 A (Incazelo yeZindleko zokuPhatha)	Ukufaka nanoma yiziphi ezinye izimali, izindleko nezimali ezisetshenzisiwe (Kanye ne-VAT yakhona) ezikhona mayelana nokuKhokhela kabusha.
3.	Isigatshana 1.3.23	Incazelo ye-Akhawunti yokuQoqa yeBFC2.
4.	Isigatshana 1.3.30 (Incazelo ye BFC2 yAbanesabelo aBakhethiwe)	Ushintsho oluqubuka ekuKhokheleni kabusha impahla ngokuqondiswe kumasheya akhethiwe azokhishelwa ukuKhokhela kabusha impahla.
5.	Isigatshana 1.3.32	Incazelo ye-BFC2 Preference Share Subscription Agreement.
6.	Isigatshana 1.3.34 A	Incazelo ye-BFC2 Refinancing Investors.
7.	Isigatshana 1.3.47	Incazelo ye-BIC2 Arrear Dividends.
8.	Isigatshana 1.3.55.1.A	Incazelo ye-BIC2 Dividend Date.
9.	Isigatshana 1.3.58	Incazelo ye-BIC2 Dividend Rate Percentage.
10.	Isigatshana 1.3.76	Incazelo ye-BIC2 Preference Dividends.

Inombolo	**Isigatshana esithintekayo seSithasiselo A** (Amalungelo,imigomo okuhlobene ne-MTN Zakhele Futhi Amasheya	**Okuqukethwe**
11.	Isigatshana 1.3.84	Incazelo ye-BIC2 Redemption Amount.
12.	Isigatshana 1.3.86	Incazelo ye-BIC2 Reversionary Account Cession.
13.	Isigatshana 1.3.87	Incazelo ye-BIC2 Reversionary Pledge and Cession.
14.	Isigatshana 1.3.137 (Incazelo yeZincwadi zeZimali)	Ukufaka iSivumelwano sokuKhokhela kabusha impahla, iNcwadi yeZimali zokuKhokhela kabusha neNcwadi yeZimali zokuKhokhela kabusha, iNcwadi yeZimali ze-RMB Agency njengamaDokhumenti eZimali ongeziwe.
15.	Isigatshana 1.3.152	Incazelo yeSamba sokuDayisa.
16.	Isigatshana 1.3.153	Incazelo yeSikhathi sokuDayisa.
17.	Isigatshana 1.3.157	Incazelo yeSenzeko sokuNgabi naMali.

Inombol	Isigatshana esithintekayo	Okuquk
18.	Isigatshana 1.3.216	Incazelo yeSilinganiso eSiseqhulwini
19.	Isigatshana 1.3.219	Incazelo yaBeluleki aBaqeqeshiwe.
20.	Isigatshana 1.3.229 (B)	Incazelo yoSuku lokuKhokhela kabusha
21.	Isigatshana 1.3.229 (C)	Incazelo yeNcwadi yeZimali zokuKhokhela kabusha.
22.	Isigatshana 1.3.233	Incazelo yeMali engenayo.
23.	Isigatshana 1.3.265	Incazelo yokuSebenzisa izinsiza.
24.	Isigatshana 2.3.1.21	Ushintsho olusuka "eKwabelaneni ngeSihloko" kuya "kumaSheya eSihloko".
25.	Isigatshana 2.1.6.1.4	Ushintsho enkombeni yesigatshana 2.1.6.2.4 esigatshaneni 2.1.6.2.3.6 and Ushintsho enkombeni yesigatshana 2.1.6.2.5

ITHEBULA C: UKUCHITSHIYELWA KWENDIMA YE-EJENSI

Inombolo ye-ayithemu	Isigatshana esithintekayo weMOI	Okuqukethwe
1.	ISithasiselo A isihloko	Ukuguqula igama "Privilieges" kuya ku- "Privileges".
2.	Isigatshana 1.3.1	Incazelo ye-Akhawunti yaseBhange.
3.	Isigatshana 1.3.22	Incazelo kaMabhalane we-BFC2.
4.	Isigatshana 1.3.45	Incazelo kaMabhalane we-BIC2.
5.	Isigatshana 1.3.213	Incazelo ye-Ejensi yamaSheya aKhethiwe.
6.	Isigatshana 1.3.214	Incazelo yokuFukanyelwa kwamaSheya aKhethiwe.
7.	Isigatshana 1.3.236 B	Incazelo yeNcwadi yeZimali ze-Ejensi i-RMB.
8.	Isigatshana 1.3.244	Incazelo yokuFukanyelwa kweZokuphepha.
9.	Isigatshana 1.3.256	Incazelo yeSivumelwano soBunini baMasheya.

Inombol	Isigatshana esithintekayo	Okuquk

ITHEBULA C: ISICHIBIYELO SENDIMA YE-EJENSI

Inombolo ye-ayithemu	Isigatshana esithintekayo se-MOI	Okuqukethwe
1.	Ikhasi eliyikhava	Izinsuku zokuchitshiyelwa kwangaphambilini nokwamanje kwi-MOI zifingqiwe.
2.	Isigatshana 15.2.3	Qinisa egameni u- "Should".
3.	Isigatshana 19.3	Faka igama elithi "ukufaka".
Isigatshana esithintekayo seSithasiselo A Amalungelo, imigomo okuhlobene ne MTN Zakhele Futhi Amasheya akhethiwe) eMOI		
1.	Isigatshana 1.2 A	Ukufaka incazelo yenkomba ngokwemigomo "iDokhumenti yeZezimali" ne - "Dokhumenti yokuSebenzisa izinsiza".
2.	Isigatshana 1.3.2	Incazelo neSivumelwano se- Akhawunti yaseBhange ne-Ejensi.
3.	Isigatshana 1.3.20 (nencazelo efanayo esigatshaneni esisemzimbeni we-MOI)	Incazelo ye-BFC2.
4.	Isigatshana 1.3.21	Incazelo yeSenzeko sokuNweba i-BFC2.
5.	Isigatshana 1.3.26	Incazelo yeSikhwama soMnikazi we-BFC2.
6.	Isigatshana 1.3.31	Incazelo yamaSheya e- BFC2 Amasheya akhethiwe.
7.	Isigatshana 1.3.33	Incazelo ye BFC2 Priority of Payments.
8.	Isigatshana 1.3.41	Incazelo ye-BIC2 noma iNkampani.
9.	Isigatshana 1.3.42	Incazelo yokuYekiswa i-Akhawunti ye-BIC2.
10.	Isigatshana 1.3.50	Incazelo yamaSheya aBhekwayo e-BIC2.
11.	Isigatshana 1.3.56.1	Ukufakwa kuka "no".
12.	Isigatshana 1.3.66	Incazelo yokuYemiswa kwe-Akhawunti yeMalimboleko ye-BIC2.
13.	Isigatshana 1.3.72	Incazelo yokuThola nyangazonke e-BIC2.
14.	Isigatshana 1.3.74	Incazelo yokuFunga nokuMisa i-BIC2.
15.	Isigatshana 1.3.75	Incazelo yeSenzeko eSinokususa okuThile.
16.	Isigatshana 1.3.77	Incazelo yabaneSabelo abaKhethiwe be-BIC2.
17.	Isigatshana 1.3.78	Incazelo yaMasheya aKhethiwe e-BIC2.
18.	Isigatshana 1.3.79	Incazelo yeSivumelwano samaSheya aKhethiwe e-BIC2.
19.	Isigatshana 1.3.80	Izincazelo seNkokhelo ePhakanyisiwe ye-BIC2.
20.	Isigatshana 1.3.81	Incazelo ye-Akhawunti yeZihlinzeko ze-BIC2.
21.	Isigatshana 1.3.82	Incazelo ye-Akhawunti sokuNikwa uMphakathi i-BIC2.
22.	Isigatshana 1.3.83	Incazelo yeSamba sokuNikwa uMphakathi i-BIC2.

23.	Isigatshana 1.3.93	Incazelo yeBIC2 Izivumelwano zeMalimboleko eziBekwe ngaphansi
24.	Isigatshana 1.3.95	Incazelo yeBIC2 I-Akhawunti yokuKhokhelwa nyangazonke.
25.	Isigatshana 1.3.96	Incazelo yeBIC2 i-Akhawunti yeZihlinzeko zeNtela.
26.	Isigatshana 1.3.97	Incazelo yeBIC2 weSamba seMalimboleko yoKongeza.
27.	Isigatshana 1.3.107	Incazelo ye-Ejenti yokuBala.
28.	Isigatshana 1.3.108	Incazelo yeSivumelwano se-Call Option.
29.	Isigatshanas 1.3.110	Incazelo yeSaziso seNsebenzo ye-Call Option.
30.	Isigatshana 1.3.112	Incazelo yeSaziso se-Call Option
31.	Isigatshana 1.3.113	Incazelo yeNtengo eKhulayo ye-Call Option.
32.	Isigatshana 1.3.116	Incazelo yoMthetho weZinkampani.
33.	Isigatshana 1.3.123 A	Incazelo ye-Depfin.
34.	Isigatshana 1.3.129 (A)	Incazelo yeSilinganiso sokuKhava amaSheya ekuKhokhweni kwamaDividendi
35.	Isigatshana 1.3.132	Incazelo yoSuku lokuQalisa ukusebenza.
36.	Isigatshana 1.3.134	Incazelo yeNcwadi yeZimali.
37.	Isigatshana 1.3.136	Incazelo yamaDokhumenti oMumo wokuGcina weMali eTshaliwe
38.	Isigatshana 1.3.139	Incazelo yokuNcika ngokweZimali.
39.	Isigatshana 1.3.141	Incazelo yoMthetho weZimakethe zeZimali.
40.	Isigatshana 1.3.143	Incazelo yeGaranti yokuLandelanisa kokuQala.
41.	Isigatshana 1.3.147	Incazelo yeSivumelwano sokuQalisa ukusebenza.
42.	Isigatshana 1.3.151	Incazelo yeZindleko eZenyuka.
43.	Isigatshana 1.3.154	Incazelo yeSamba sokuQoqa ukuPhatha kokuQala.
44.	Isigatshana 1.3.158	Incazelo yeSivumelwano sokuKhokhelana
45,	Isigatshana 1.3.159	Incazelo yoSuku lokuKhipha.
46.	Isigatshana 1.3.164	Incazelo yeZinkundla yeZivumelano ze-JSE Trading.
47.	Isigatshana 1.3.176 (A)	Incazelo ye MML.
48.	Isigatshana 1.3.180	Incazelo yokuMiswa kwe-Akhawunti ye-MTN.
49.	Isigatshana 1.3.80A	Incazelo sokuFakwa kwezicelo zamaSheya aKhethiwe eMTN BFC2
50.	Isigatshana 1.3.185	Incazelo yomzamo weGaranti ye-MTN Limited.
51.	Isigatshana 1.3.187	Incazelo yeSivumelwano sokuMisa noKwedlulisela iMalimboleko yakwa-MTN.
52.	Isigatshana 1.3.191	Incazelo yokuThatha iSivumelwano noKuba ngaphansi yakwa-MTN.
53.	Isigatshana 1.3.193	Incazelo ye-MTN Tranche 1 yeMali yokuKhokha nyangazonke yonke

Inombol	Isigatshana esithintekayo	Okuquk
Inombolo ye-ayithemu		**Isigatshana esithintekayo se-MOI Okuqukethwe**
54.	Isigatshana 1.3.194 nese- Call Option.	Incazelo ye-MTN Tranche 1 iSivumelwano soKukhokha nyangazonke
55.	Isigatshana 1.3.195	Incazelo ye-MTN Tranche 2 ISivumelwano soKukhokha nyangazonke.
56.	Isigatshana 1.3.197	Incazelo ye-MTN Tranche 3 iSivumelwano sokuKhokha nyangazonke.
57.	Isigatshana 1.3.200	Incazelo yoMnikelo wokuTshala kabusha kwi-MTN Zakhele.
58.	Isigatshana 1.3.201	Incazelo yoHlelo lokuQoqa ye-MTN Zakhele.
59.	Isigatshana 1.3.204	Incazelo yeNcwadi yeZimali ze-Ejensi yeNedbank.
60.	Isigatshana 1.3.205	Incazelo yoSuku lokuVala eKunikeni aMandla kabusha.
61.	Isigatshana 1.3.206	Incazelo ye-NIS
62.	Isigatshana 1.3.215	Incazelo yamasheya akhethiwe eSivumelwano sokuFukamela
63.	Isigatshana 1.3.222	Incazelo yoMnikelo woMphakathi.
64.	Isigatshana 1.3.230	Incazelo yeSivumelwano soBudlelwano.
65.	Isigatshana 1.3.231	Incazelo yeSivumelwano sokuThenga kabusha.
66.	Isigatshana 1.3.236 A	Incazelo ye-RMB.
67.	Isigatshana 1.3.239	Incazelo yeGunya loNswinyo.
68.	Isigatshana 1.3.240	Incazelo yoHlu loNswinyo.
69.	Isigatshana 1.3.249	Incazelo yoSuku lokuSayina.
70.	Isigatshana 1.3.257 (Ama-akhawunti okuPhepha amasheya ayisihloko) (noshintsho oluwumphumela ekusetshenzisweni kwaleli temu kwizigatshana 7.1.1.2.1.7 besigaba esikhulu seMOI kanye nezigatshana zeSithasiselo A: 1.3.129A (isilinganiso seKhava aMasheya nokuKhokhela amaDividendi); 1.3.256 (ISivumelwano sokuFukamela aMasheya aseMqoka); 1.3.263.1 (Isilinganiso seKhava yaMasheya aPhelele); 1.3.275 (Isilinganiso seKhava yaMasheya yokuVikela uKwehla noKwenyuka); 2.3.1.20 (BIC2 Izigameko eziyiNsusela); 7.1.1.2.1.7)	Incazelo ye-Akhawunti yokuPhepha kwaMasheya aseMqoka.
71.	Isigatshana 1.3.263	Incazelo yeSilinganiso seKhava yaMasheya aPhelele.
72.	Isigatshana 1.3.267	Incazelo yeZimali zoKwenza umsebenzi.

73.	Isigatshana 1.3.271 A	Incazelo ye-United Towers.
74.	Isigatshana 1.3.275 nokweNyuka.	Incazelo yeSilinganiso seKhava yaMasheya okuVikela uKwehla
75.	Isigatshana 2.1.6.1.3	Ushintsho enkombeni yesigatshana 2.1.6.2.6 esigatshaneni 2.1.6.2.3.8.

Inombol	Isigatshana esithintekayo	Okuquk
76.	Isigatshana 2.1.6.3.1	Ushintsho enkombeni yezigatshana 2.1.6.2.4 and 2.1.6.2.5 esigatshaneni 2.1.6.2.3.6 2o1.6.2.3.7.
77.	Isigatshana 2.1.6.3.2	Ushintsho enkombeni yesigatshana 2.1.6.2.4 no 2.1.6.2.5 esigatshaneni 2.1.6.2.3.6.
78.	Isigatshana 2.1.6.3	Ushintsho enkombeni yesigatshana 2.1.6.2.4 esigatshaneni 2.1.6.2.3.6 noshintsho enkombeni yesigatshana 2.1.6.2.5
79.	2.1.6.4.3	Ushintsho enkombeni yesigatshana 2.1.6.5 esigatshaneni 2.1.6.4.
80.	Isigatshana 2.1.6.6	Ushintsho enkombeni yesigatshana 2.1.6.7 esigatshaneni 2.1.6.6.; nokufaka i-“ BIC2” kanye “ no”.
81.	Isigatshana 2.1.7.2.7	Ukufakwa kuka “no”.
82.	Isigatshana 2.2.1.1.1	Ukufakwa kuka “no”.
83.	Isigatshana 2.2.2.7.2	Ushintsho enkombeni yesigatshana 2.1.6.4 esigatshaneni 2.1.6.3.5.
84.	Isigatshana 2.3.1.23	Ukucishwa ko “suku” nokufaka “izinsuku”.
85.	Isigatshana 3.1.1	Ukufaka “kulokho nalokho ngosuku oluthile kulokhu (i) isikhathi esiyizinyanga eziyi-12 (ishumi nambili) noma (ii) isikhathi esingaze sifike oSukwini lokuKhokha okuseQhulwini lwe-BIC2 njengeba kuhlonza i-BIC2, ngokubona kwayo”.
86.	Isigatshana 3.2	Ukucishwa kuka “2.2 kanye” no “2.2” nokufaka u- “(b)(ii)” no “(b)(ii) noma 4.7(i)”.
87.	Isigatshana 3.2.6	Ukufakwa kuka “no”.

ITHEBULA E: UKUCHITSHIYELWA KWEKHORAMU YOMHLANGANO WEBHODI

Inombolo ye-ayithemu	**Isigatshana esithintekayo yeSithasiselo A** (Amalungelo, imigomo nokunikeziwe okuhlobene namaSheya ahamba phambili akwaMTN Zakhele Futhi) se-**MOI**	**Okuqukethwe**
1.	Isigatshana 32.7	Ikhoramu yomhlangano waBaqondisi yachitshiyelwa isuswa kuBaqondisi aba-2 abakhona nabavota emhlanganweni wonke iyiswa kwikhoramu yeningi laBaqondisi abakhona emhlanganweni wonke.

Uyacelwa ukuba uqaphele ukuthi uhlobo olugcwele lwezichibiyelo eziphakanyisiwe kwi-MOI (okungukuthi i-MOI eNtsha, okufaka iSithasiselo A (Amalungelo, imigomo nokuhlobene naMasheya aKhethiwe eMTN Zakhele)), avunywe yi-JSE Limited, kumele afundwe ngokugcwele ukuze kuzwakale okuqukethwe lapho. Ikhophi ephelele ye-MOI eNtsha, okufaka nalezo zichibiyelo (okufaka uhlobo oluzothambisa inkomba, okukhomba lezo zichibiyelo ngefomethi elandelwayo kwi-MOI ekhona), iyatholakala ukuthi ibhekwe kwiwebhusaythi yeNkampani, ngokuhlanganisa ne (i) zichibiyelo okumele zenziwe kwimemorandamu yokusebenzisana ye-BFC2 (okuyisona sikhungo esihlinzeka amasheya akhethiwe akhona eNkampanini) kanye (ii) neSivumelwano sokuNika imali kabusha, okuyisona esisiza ukuqalisa ukusebenza kokuNika imali yokukhokha kabusha njengoba kufaka njengezithasiselo izivumelwano zokuthile ezithintekayo kulokho kuNika imali yokukhokha kabusha, ku- https://www.mtnzakhelefuthi.co.za/ home/agm nesihloko esithi "**MTN Zakhele Futhi MOI - 2021 Amendments**". Lolu hlobo lwe-MOI luphinde lutholakale ukuba luhlolwe, okuncike emiqathangweni ye-COVID-19 namaphrothokholi, ehhovisi leNkampani erejistiwe eNedbank, 135 Rivonia Road, Sandown, Johannesburg, 2193 noma ehhovisi loMxhasi eGround Floor, Golden Oak House, Ballyoaks Office Park, 35 Ballyclare Drive, Bryanston, 2021.

Ukunxenxa uSizo lweZimali esigabeni 44 soMthetho weZinkampani – Isixazululo esikhethekile esingunombolo 3

INkampani kuyodingeka ukuba inike ukuphepha nolunye usizo lwezimali ezingxenyeni ezehlukene, okufaka kodwa okungagcini ngokuba abanikazi bamasheya akhethiwe kanye no-MTN, ngokuxhumana ngokuKhokha kabusha kanye namaDokhumenti angaholela ekutheni iNkampani ihlinzeke usizo lwezimali ngokwencazelo yesigaba 44 soMthetho weZinkampani. Isixazululo esikhethekile esingunombolo 3 wukugunyaza ibhodi leNkampani ukuze kukhishwe usizo lwezezimali.

Isigaba 44 soMthetho weZinkampani sihlonza, phakathi kokunye, ukuze usizo oluqondile nolungaqondile lwezimali kumele luhlinzekwe ngezixazululo ezikhethekile kwabanesabelo, okuvunywe eminyakeni emibili eyedlule, okuvume lolo sizo lwezimali kumnikazi oqondile noma esigabeni songaba wumnikazi nongena esigabeni kanti ibhodi kumele laneliseke ukuthi (i) ngokushesha emva kokuhlinzeka usizo lwezezimali, iNkampani izokwanelisa isivivinyo sokuba nemali nokuhlonzwa njengongenamali esigabeni 4 soMthetho weZinkampani, njengoba kuchitshiyelwe; kanye (ii) nemigomo ngaphansi kosizo lwezimali ephakanyiselwe ukunikezwa ngokulungile nokuzwakalayo eNkampanini.

Inombol Isigatshana esithintekayo Okuquk

Amanothi abalulekile nge-AGM Usuku

nesikhathi

Umhlangano uyobanjwa ngekhompyutha ziyisi-7 Mandulo 2021 ku

https://mtnzakhelefuthi.virtual-meetings.online/login kanti iyoqala ngele-11:30 (ngesikhathi saseNingizimu Afrika).

Abanesabelo bangethamela i-AGM ngokungena endaweni esekhompyutheni kanti kuyodingeka urejiste ngaphambi komhlangano, okuncike ezihlinzekweni ezingena kwabanesabelo abangafakiwe abangarejistile ngamagama abo. Imininingwane yokuthi ungethamela kanjani ngendlela yekhompyutha itholakala ekhasini 39 lalesi saziso.

Imisebenzi yokuHumusha

Uyacelwa ukuba uqaphele ukuthi umhlangano uzohunyushelwa esiZulwini naseSithwini. Le dokhumenti iyatholakala ngesiZulu nesiSuthu kwiwebhusaythi yeNkampani ku- https://www.mtnzakhelefuthi.co.za/home/agm ngaphansi kwesigaba esinesihloko esithi "**Notice to Annual General Meetings**" kusukela zingama-20 Ncwaba 2021.

Imibuzo

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

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

ISIFINGQO SAMALUNGELO ANGENAYO ASUNGULWE ESIGABENI 58 SOMTHETHO WEZINKAMPANI NO 71 WOWEZI-2008, NJENGOBA KUCHITSHIYELWE

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

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

UKUBAMBA IQHAZA EMHLANGANWENI OMKHULU WONYAKA

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

Abanesabelo abafakwe ekhompyutheni arejistwa ngaphandle kwegama labo abafisa ukwethamela, ukubamba iqhaza ngekhompyutha kanye/noma kwi-AGM kudingeka baqale bathintane futhi/noma bayalele i-CSDP yabo, ibhrokha noma okhethiwe ukuze abanike izincwadi ezidingekayo zabamele abanye ngokuhambisana nesivumelwano sokufukamela okungenwe kuso phakathi kwabanesabelo abafakwe ekhompyutheni kanye ne-CSDP yabo, ibhrokha noma okhethelwe ukwenza lokho ngaphambi kokuhlola indawo ekwikhompyutha nenqubo elandelayo engezansi. Ukuze kwenziwe ngokokulawula, abanesabelo bayacelwa ukuba bafake izincwadi zokumelwa konobhala beNkampani kungakashayi ele-11:30 ziyisi-6 Mandulo 2021.

Amasheya asefakwe kwikhompyutha ngaphandle kokurejista ngegama lawo abangafisi ukwethamela i-AGM kumele bazise i-CSDP yabo, ibhrokha noma okhethiwe ukuthi bafisa ukuvota kanjani. Imiyalelo yokuvota kumele ifinyelele kwi-CSDP, ibhrokha noma okhethiwe esikhathini sanele ukuba ivumele i-CSDP, ibhrokha noma okhethiwe ukweluleka iNkampani noma omabhalane bokwedlulisela beNkampani, i-Nedbank Limited (ukusebenza ngeyunithi yebhizinisi i-Share Scheme Administration) ngemiyalelo yabo kungakashayi ele-11:30 ziyisi-6 Mandulo 2021, ngezizathu zokulawula. Abanesabelo abanamasheya afakwe kwikhompyutha ngaphandle kokurejista ngegama lawo abangafisi ukwethamela i-AGM akumele bagcwalise ifomu lokumelela.

Ngenxa yokukhathazeka mayelana ne-COVID-19, sikhuthaza abanesabelo ukuba basebenzise uhlelo lwe-iProxy ukuba bavote ngalo ngaphambi kwe-AGM, noma ukubamba iqhaza kanye/nokuvota kwi AGM kwikhompyutha besebenzisa i-smartphone, ithebhulethi noma ikhompyutha.

Abanesabelo abangakwazi ukwethamela i-AGM ingakwazi, ngendawo ekukhomyutha, ngaphambi kokuqala kwe-AGM, nokuvotela izixazululo ezibalulwe ekhasini 18 ngoku:

- Ukugcwalisa nokubuyisa ifomu lokumelela elinanyathiselwe kulesi saziso ekhasini 40; noma
- Ukuqoka omele ukuze ethamele esikhundleni sabo; noma
- Ukufaka amavoti ngekhompyutha nge-iProxy noma inkundla ye-USSD.

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

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

AGM

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

Igaydi ekukhompyutha iyatholakala ukuba idawunilodwe futhi kufinyelelwe kuyo ku- https://www.mtnzakhelefuthi.co.za/home/agm from 17 Ncwaba 2021

Indawo ekukhompyutha izoba khona kusukela ngele-**09:00 ngoLwesibili ziyi-17 Ncwaba 2021;** noma

Gcwalisa ifomu lokumelela usebenzisa idivaysi yabi engumahambanaye ngokudayela u- ***120*37374#** ukuqoka omele ukwethamela i-AGM.

Igaydi ye-USSD itholakala ukuba idawunilodwe kanti kungafinyelelwa kuyo ku- https://www.mtnzakhelefuthi.co.za/home/agm from 17 Ncwaba 2021

Isisetshenziswa se-USSD sizotholakala kusukela ngelesi-**09:00 ngoLwesibili 17 Ncwaba 2021**; noma

Gcwalisa amaFomu oMele aqukethwe kwiSaziso se-AGM. La mafomu

atholakala ekhasini 40 leSaziso sedokhumenti ye-AGM

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

Kumele iphothulwe abanesabelo nabanesabelo abanezitifiketi abarejista nge “gama-labo”

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

IFOMU LOKUMELELA

Ukuze lisetshenziswe emhlanganweni omkhulu wonyaka ("i-**AGM**") okumele ubanjwe kwikhompyutha ku-https://mtnzakhelefuthi.virtual-meetings.online/login ngele-11:30 (ngokwesikhathi sasNingizimu Afrika) ziyisi-7 Mandulo 2021. Ukuze uthole usizo ekugcwaliseni ifomu lokumela omunye, uyacelwa ukuba uthintane ne-Nedbank Limited, esebenza ngeyunithi yebhizinisi ebizwa nge-Share Scheme Administration ku- +27 83 900 6863. Onesabelo (okufaka nabanesabelo abanezitifiketi abarejiste 'ngegama-labo') onelungelo lokwethamela nokuvota kwi-AGM angaqoka abamele abangaphezu koyedwa ukuba bethamele, bavote futhi bakhulume esikhundleni sakhe kwi-AGM. Omele omunye akudingi ukuba kube onesabelo eNkampanini kodwa angaba wumuntu nje.

Mina/Thina

Inombolo kaMazisi/inombolo yokurejista thina

engonesabelo/abanesabelo weNkampani ebalulwe ngenhla lapha bakhetha

usihlalo weNkampani noma uma engangeni emhlanganweni njengommeli wami/wethu ukuze avotele mina/thina kwi-AGM yeNkampani ezobanjwa kwikhompyutha ku- https://mtnzakhelefuthi.virtual-meetings.online/login ziyisi-7 Mandulo 2021 ngele-11.30 ngezinhloso zokubheka, uma ebona kufanele, kwedlule, ngokuguqulwa nangokungaguqulwa, izixazululo ezizophakanyiswa kanye nanoma yikuphi ukuhlehlisa okungaba khona kanye nokuvota kanye/noma ukumelana nezixazululo kanye/noma bayayeka ukuvota mayelana namasheya imali okwabelwana ngayo ekhishiwe yeNkampani erejistiwe egameni lami/lethu ngendlela elandelayo:

Izixazululo ezimkhulu	Ovumelana	Omelene	Angivoti
Isixazululo esejwayelekile esingunombolo 1.1: Ukukhethwa kabusha kukaGrant Gelink njengomqondisi			
Isixazululo esejwayelekile esingunombolo 1.2: Ukukhethwa kabusha kukaBelinda Mapongwana njengomqondisi			
Isixazululo esejwayelekile esingunombolo 2.1: Ukukhethwa kuka Grant Gelink njengelungu lekomidi lokuhlola amabhuku ezimali nengcuphe			
Isixazululo esejwayelekile esingunombolo 2.2: Ukukhethwa kukaEdward Pitsi njengelungu lekomidi lokuhlola amabhuku ezimali nengcuphe			
Isixazululo esejwayelekile esingunombolo 2.3: Ukukhethwa kukaBelinda Mapongwana njengelungu lekomidi lokuhlola amabhuku ezimali nengcuphe			
Isixazululo esejwayelekile esingunombolo 3: Ukukhetha kabusha abahlolimabhuku ezimali abazimele			
Izixazululo ezikhethekile			
Isixazululo esikhethekile esingunombolo 1: Ukukhokhwa kwemali enikwa abaqondisi			
Isixazululo esikhethekile esingunombolo 2: Izichibiyelo zememorandaramu engenela eNkampanini			
Isixazululo esikhethekile esingunombolo 3: Usizo lweZezimali olusiza esigabeni 44 soMthetho weZinkampani			

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

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

Uyacelwa ukuba ufunde amanothi ekhasini elingemuva lalokhu.

Kusayinwe e	E	2021
I(ama)gama aphelele		(ngosonhlamvukazi)
I(ama)signesha		
Ikheli		

Esizwe ngu (umgadi)	Usuku

Uma ukuyina ngomumo wokumelela, bheka amanothi komelele ekhasini elingasemuva.

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

Amanothi efomu lokumelela

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

Ihhovisi lomabhalane bokwedlulisela

Nedbank Limited, acting through its Share Scheme Administration business unit
Registration number 1951/000009/06)
135 Rivonia Road
Sandton, 2196

Ucingo: +27 83 900 6863

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

EZOKUPHATHWA

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

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Ikheli elirejistiwe
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Johannesburg

Ibhodi laBaqondisi
BL Mapongwana (usihlalo ongathathi izinqumo)
SN Mabaso-Koyana (umqondisi ongathathi izinqumo)
GG Gelink (umqondisi ozimele ongathathi izinqumo)
ET Pitsi (umqondisi ozimele ongathathi izinqumo)
MM Nhlanhla (umqondisi ongathathi izinqumo)

Ihhovisi lomabhalane bokwedlulisela
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(Registration number 1951/000009/06)
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I-imeyli: ssa-zakhelefuthi@Nedbank.co.za

Umxhasi weNkampani
Tamela Holdings Proprietary Limited
Ground Floor, Golden Oak House
Ballyoaks Office Park, 35 Ballyclare Drive
Bryanston, 2021

Umabhalane wenkampani
Nedbank Limited, acting through its Group Secretariat
135 Rivonia Road
Sandown
Johannesburg, 2196

Abacwaningi bamabhuku ezimali
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20 Morris Street East
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Abammeli
Webber Wentzel
90 Rivonia Road, Sandton, Johannesburg, 2196
PO Box 61771, Marshalltown, 2107