MTN Group Limited

Integrated Report for the year ended 31 December 2023

Leading digital solutions for Africa's progress

MTN

30 Years

Welcome to our 2023 Integrated Report

Our purpose *is to enable the benefits of a modern connected life for everyone*

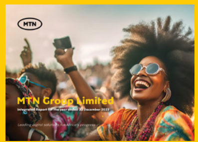
Inside this report

Our reporting suite

Our Integrated Report is supplemented by a number of reports that provide a comprehensive view of MTN's performance and prospects covering financial, risk management and environmental, social and governance (ESG) aspects. These reports go beyond traditional financial reporting by integrating sustainability and non-financial information.

Integrated Report

IR



Our primary communication to stakeholders aims to help them make informed assessments of our performance and prospects, strategic direction and the value we create through our activities. It provides a forward looking perspective on MTN's financial and non-financial performance, encompassing strategy, risks and opportunities, targets and governance.

Sustainability reporting

The following suite of reports provides information on MTN's strategy and performance related to sustainability issues with potential impact on our organisation, society and the environment. The reports detail MTN's environmental and social policies, governance, strategies, risks and opportunities. The reports also provide detailed performance data on a wide range of ESG metrics and targets. MTN's sustainability disclosures are structured and informed by the voluntary Global Reporting Initiative (GRI) Standards (2021) and the International Financial Reporting Standards (IFRS) Sustainability Disclosure Standards (IFRS S1 and IFRS S2), which have fully integrated the Task Force on Climate-Related Financial Disclosures (TCFD) guidance. The reports detail MTN's policies, governance strategies, risks and opportunities relating to sustainability considerations.

SR

Sustainability Report

ESG

ESG Data Booklet

TR

Transparency Report

CR

Climate Report

Regulatory and reporting frameworks used:†

IFRS | Companies Act | JSE | GRI | KING IV | UN Global Compact | B-BBEE Act | Amended Financial Sector Code (FSC) | Sustainable Development Goals | Integrated Reporting | Equator Principles | GSMA | SASB Standards | ESG Matrix for Mobile

† For more details see page 05.

Financial reporting

These reports include an analysis of the Group's financial results, a five-year review, and MTN's approach to handling uncertain tax positions. They provide insight for current and prospective investors, employees, creditors, analysts and other stakeholders. They disclose details of MTN's income statement, financial position, cash flows, performance per share, as well as key non-financial information.

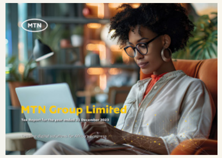
AFR

Annual Financial Results

AFS

Annual Financial Statements

TAX



Tax Report

5-YR

Five-Year Review

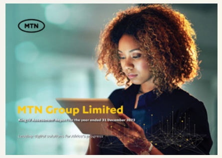
Information for shareholders

AGM

Notice of AGM

The Notice of AGM and form of proxy give information to shareholders who want to participate in the Group's Annual General Meeting (AGM).

KIV



King IV Assessment Report

This provides a summary of the application of the King IV™ principles by MTN Group Limited and Mobile Telephone Networks Holdings Limited.

Navigating this report

Throughout our Integrated Report, the icons below illustrate the connectivity between our *Ambition 2025* strategic priorities, the capitals, material matters, risks and value creation for our stakeholders.

Material matters

- MM 1 Geopolitical and macroeconomic conditions
- MM 2 Complex regulatory and tax environment
- MM 3 Network and platform performance
- MM 4 Financial resilience
- MM 5 De-layering of the telecoms business model
- MM 6 Greater focus on ESG
- MM 7 Future-fit skills and culture
- MM 8 Cybersecurity and digital safety
- MM 9 Governance, ethics and risk management
- MM 10 Artificial intelligence

We unpack our material matters on page 22

The capitals

- Natural
- Financial
- Intellectual
- Human
- Manufactured
- Social

We provide details on how the capitals enable our strategy on page 19 (definitions on page 144)

Top risks

- R 1 Challenging political and macroeconomic conditions
- R 2 Increased regulatory pressure
- R 3 Cyber and information security risks
- R 4 Increased tax-related uncertainty
- R 5 Strategy and execution
- R 6 Supply chain
- R 7 Liquidity and funding
- R 8 Compliance
- R 9 Network and spectrum cost and availability
- R 10 ESG issues

We unpack our top risks on page 49

Our material stakeholders

- Government
- Regulators and policymakers
- Civil society
- Investment community
- Subscribers/ customers
- MTNers

Our stakeholder engagement report is on page 35

Ambition 2025 strategic priorities to create value

- Build the largest and most valuable platforms
- Drive industry-leading connectivity operations
- Create shared value
- Accelerate portfolio transformation

For more detail on our strategic priorities see page 70

ESG remains **at the core** of our strategy. This aligns with our work to advance the **United Nations Sustainable Development Goals (UNSDGs)** through our business activities and our support of governments, communities and customers. The SDGs target a sustainable society with a plan to end poverty, protect the planet and ensure equality for all by 2030. We are committed to bridging the digital divide, furthering financial inclusion to advance the attainment of the goals.

Our primary UNSDG contribution areas for shared value creation:

4 Quality education; 5 Gender equality; 8 Decent work and economic growth; 9 Industry, innovation and infrastructure; 10 Reduced inequalities; 13 Climate action; 16 Peace and justice strong institutions; 17 Partnerships for the goals

Key indirect opportunities exist in the following SDGs:

1 No poverty; 2 Zero hunger; 3 Good health and well-being; 6 Clean water and sanitation; 7 Affordable and clean energy; 11 Sustainable cities and communities; 12 Responsible consumption and production; 15 Life on land

SUSTAINABLE DEVELOPMENT GOALS

Throughout this report we use the * symbol:

* Constant currency after taking into account *pro forma* adjustments. These are the responsibility of the directors and have been reviewed by our external auditor.

Other icons:

- LA Limited assurance obtained
- www.mtn.com
- ISSB International Sustainability Standards Board

About this report

This Integrated Report is MTN Group Limited's primary communication to all stakeholders and provides a comprehensive yet concise view of the Group. It endeavours to enable readers to make an informed assessment of our performance, prospects and the value we seek to create and preserve through our activities.

Changes in reporting and enhancements

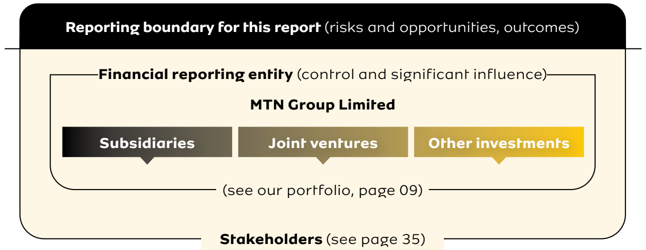
For this report, we made the following enhancements:
- Additional context on our enhanced materiality determination process.
- Further detail on our performance against the constituents of our strategic priorities.
- More granular background of specific market context information on our three regions.
- Our milestones over the last 30 years.
- Streamlined the duplication and enhanced cross referencing throughout the reports, including embedding hyperlinks to the website.
- Provided more information on how the Board transformed our refreshed values into action.

Basis for preparation

Our report reflects **integrated thinking** at MTN: it is prepared by the Investor Relations team, reporting to the MTN Group Chief Financial Officer. In determining its content, we assess the annual business plan, ***Ambition 2025***, the issues that materially impact our ability to create and preserve value, as well as those that could erode value.

We also draw on monthly standardised reports prepared by management across the Group and submitted to the Board of Directors. These comprehensive updates include details of our operating context, our strategic performance, our stakeholder engagements, as well as risks and opportunities. The IR is reviewed by the Executive Committee and then presented to the Audit Committee for review, before being recommended to the Board of Directors.

In line with our commitment to comprehensive, reliable and transparent reporting, the process we follow in the preparation of our IR is robust – and encompasses numerous checks and balances, in consultation with our Board, our senior management, our sponsors and our auditors. We also obtain limited assurance on selected non-financial data.



Scope and boundary

The material matters and our ***Ambition 2025*** strategy form the anchor of the report, which explains who we are and where we operate, the context in which we work, our governance and business model, our strategy and investment case, our risks and opportunities, as well as our operational and financial performance for the period 1 January to 31 December 2023. Financial data from our subsidiaries and non-financial data from subsidiaries, associates, and joint ventures are fully consolidated.

The report gives commentary, performance and prospects for our material subsidiaries: **MTN South Africa and MTN Nigeria**, as well as for our three operating regions:
- **SEA** – Southern and East Africa.
- **WECA** – West and Central Africa.
- **MENA** – Middle East and North Africa.

Details of listed operating companies (Opcos) MTN Nigeria, MTN Ghana, MTN Uganda and MTN Rwanda are in their separate integrated reports online. The reports for MTN Nigeria and MTN Ghana have been released. MTN Uganda's report will be published before end-April 2024, and MTN Rwanda's is due for release by end-May 2024.

We consider the outlook over **three time horizons**:
- The short term (less than three years).
- The medium term (three to five years).
- The long term (beyond five years).

The structure of this report, dated 29 April 2024, draws on the Integrated Reporting Framework. The 2022 Integrated Report was published on 26 April 2023.

Certain information presented in this report, including constant currency financial information, constitutes pro forma financial information. Certain non-financial information has been assured by Ernst & Young and is identified by LA. The Limited Assurance Report is on page 146.

Supplementary information is on our website in associated reports, the icons of which are on page 02.

Materiality

Material matters are those factors that could substantially affect the delivery of our strategy, our profitability and our sustainability and therefore influence our ability to create and sustain value for our stakeholders. Informed by recent developments in global disclosure standards and frameworks, we have adopted 'double materiality' across our suite of annual reports.

Material matters which meet the criteria for double materiality are those that fall within the impact materiality and financial materiality. These matters are likely to influence the value, timing and certainty of MTN's future cash flows across the short, medium and long term. Our IR also unpacks financially material impacts resulting from ESG risks and opportunities.

- **Impact materiality:** refers to significant impacts on individuals, society and the environment.
- **Financial materiality:** captures the impacts on the Group's value and cash flow, including events during the financial year and those that are integrated into prospective cash flow projections.

We have sought to ensure that all the information in this IR will help readers assess MTN's value creation.

The outcomes of our 2023 materiality determination process are on page 23.

About this report continued

We report with reference to the following standards and frameworks

Standard / framework	Reports
The Integrated Reporting Framework	IR AFS
Companies Act, No 71 of 2008 (as amended)	IR AFS SR KIV
JSE Listings Requirements	IR AFS SR KIV
FTSE/JSE Responsible Investment Index	IR SR KIV TR CDP
King IV™^ Principles	IR AFS SR KIV TR
International Financial Reporting Standards (IFRS)	IR AFS
UN GRI	IR SR
JSE Sustainability Disclosure Guidance	IR SR
Global System for Mobile Communications Association (GSMA) ESG Metrics	SR TR
Sustainability Accounting Standards Board (SASB) Telecommunication Services industry	IR SR
UNSDGs	IR SR
UN Global Compact (UNGC)	SR TR
UN Guiding Principles on Business and Human Rights	SR TR
CDP	SR CDP
IFRS® Sustainability Disclosure Standard	IR SR
IFRS® Climate-related Disclosures	SR CDP CR

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Controls and combined assurance

The Board ensures an effective control environment which supports the integrity of our information. We use a combined assurance model which considers the role of management, control functions, internal and external audit, and Board committees. For 2023, we assessed our controls to be adequate and effective.

Approval by the Board

MTN's Board acknowledges its responsibility to ensure the integrity of the IR. We, as the Board, believe that this report has been prepared in accordance with the Integrated Reporting Framework. We are of the opinion that it addresses all material matters and offers a balanced view of MTN's strategy and how it relates to the organisation's ability to create and preserve value in the short, medium and long term, as well as how it relates to efforts to prevent instances where value is eroded. The report adequately addresses the use of, and effects on, the capitals and the way the availability of capitals is impacting MTN's strategic positioning.

Approval date: 29 April 2024

Mcebisi Jonas
Chairman
Mcebisi

Khotso Mokhele
Lead independent director
KHOTSO

Ralph Mupita
Group President and CEO

Tsholofelo Molefe
Group CFO
TSHOLOFELO

Noluthando Gosa
Noluthando

Shaygan Kheradpir
Shaygan

Sindi Mabaso-Koyana
Sindisiwe

Stan Miller
Stan

Nosipho Molope
Nosipho

Nicky Newton-King
Nicky

Tim Pennington
Tim

Vincent Rague
VINCENT

Lamido Sanusi
LAMIDO

Nkululeko Sowazi
Nkululeko

Who we are and where we come from

30 years
of value creation

1994
After securing one of South Africa's two 'national cellular radio telephony service' licences in September 1993, MTN began building a network in January, eight months after the state-owned competitor. Within six months the two were on par. Launched commercial operations on 1 June.

1995
Coverage race with competitor intensified, with MTN committing R1.2bn in capital expenditure.

1996
Launched prepaid solution ***'Pay As You Go'*** in October, dramatically opening up the market. With no contracts and no credit checks, even those without bank accounts could now have cellphones.

Offered SMS (a text message of 160 characters) for the first time.

1997
Began our international expansion.

Introduced SIM-only packages.

1998
Created MTN International in February.

Acquired licences in ***Uganda***, ***Rwanda*** and ***Swaziland***, HM King Mswati III making the first cellular call in the kingdom, on his birthday.

Became the first cellular network in Africa to get **ISO 14001** rating for environmental management and ISO 9002 for customer service.

1999
Reached 2m subscriber mark in ***South Africa***.

Network quality tests confirmed that MTN was best in SA.

2000
Launched the ***'Call Me'*** concept and ***'MyChoice TopUp'***.

Acquired Camtel Mobile in Cameroon, rebranding it MTN Cameroon.

Became first in Africa to launch High Speed Circuit Switched Data technology (allowing data transfer at up to six times the normal rate).

2001
Won a licence in January in ***Nigeria***, which at the time had just 700 000 fixed and 22 500 cellular lines for its 120m people. Launched commercial services in August.

Launched MTN SA Foundation to manage social investment projects. Foundation inaugurated by former President Nelson Mandela.

2002
Changed name to MTN Group Ltd from M-Cell Ltd

Became the first operator in Africa to offer General Packet Radio Services (GPRS).

MTN ***Nigeria*** subscribers hit 500 000 in the year after launch.

2003
Group subscribers topped **7m** – a 42% year-on-year increase.

Reached 1m active subscribers in ***Nigeria***.

Launched MTN special greeting Y'ello

2004
Revenue of R29bn – a 21% increase.

MTN International contribution to turnover topped 35% (from 18.9% in 2002).

2005
Bought 49% of Irancell.

Bought 44% of Mascom in ***Botswana***.

Acquired licence in ***Côte d'Ivoire.***

Bought 100% of Libertis in ***Congo-Brazzaville***.

Completed purchase of Telecel in ***Zambia***.

Became one of first operators in Africa to offer ***3G***.

2006
Shareholders approved purchase of Dubai-based Investcom in **US$5.5bn** deal, expanding MTN's presence across Africa and the Middle East to 21 countries from 11.

Pledged US$65m for 2010 FIFA World Cup, making MTN the only African global sponsor.

Launched employee volunteer programme 21 days of Y'ello Care.

2007
Revenue up 42% to R73bn.

Subscriber numbers topped 54m.

Who we are and where we come from continued

2008
Subscriber base reached **91m**, up 48% from the previous year.

Revenue rose 40% to R102bn.

2009
Subscribers topped **116m**, grew market share in all but one of 21 operations.

Launched MTN Mobile Money in Ghana and Côte d'Ivoire.

2010
2010 FIFA World Cup in ***South Africa***.

At R8.1bn, MTN Zakhele transaction was the biggest broad-based black economic empowerment (B-BBEE) deal in SA telecoms.

2011
Reached **164m** subscribers.

Established Group Social and Ethics Committee.

2012
Civil unrest in several markets and difficulties in repatriating cash.

The launch of the **US$650m** West Africa Cable System, increasing broadband capacity. MTN was its biggest investor.

Unveiled a new vision:

To lead the delivery of a bold new Digital World.

2013
MTN Nigeria disconnected 3.2m as part of subscriber registration process.

R30bn capital expenditure (capex) included 4 400 3G sites and 5 161 2G sites.

2014
Voted the most valuable and most admired brand in Africa, for the first time.

Mobile Money (MoMo) subscribers up 50%.

2015
The Nigerian Communications Commission (NCC) imposed US$5.2bn fine on MTN Nigeria for not meeting the deadline to disconnect unregistered SIMs; 6.7m disconnections in ***Nigeria***.

MTN Nigeria acquired 4G spectrum.

2016
Negotiated down to US$1bn the MTN Nigeria fine for not disconnecting SIMs by deadline.

In ***Nigeria***, MTN was classified as a "dominant operator".

2017
Launched BRIGHT strategy.

- **B**est customer experience
- **R**eturns and efficiency focus
- **I**gnite commercial performance
- **G**rowth through data and digital
- **H**earts and minds
- **T**echnology excellence

Articulated our belief that everyone deserves the benefits of a modern connected life.

2018
Listed MTN Ghana.

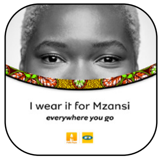
Greater focus on fintech and digital opportunities.

Launched CHASE framework to boost lower-income rural access to the internet.

2019
Listed MTN Nigeria.

Recorded US$96bn in mobile financial transactions – 9 200 per minute

Launched ayoba in **12** markets



2020
COVID-19 – MTN reported 10 staff deaths and launched the global staff emergency fund. 10% of staff were in the office.

Launched #WearItForMe campaign and Y'ello Hope with a R1.2bn value.

2021
Listed MTN ***Rwanda*** and MTN ***Uganda***

Launched the *Ambition 2025* strategy.

Donated US$25m to AU's COVID-19 vaccination programme for health workers.

Launched #OneMorePush campaign.

Exited ***Yemen*** and ***Syria***.

2022
We refreshed our brand

Total subscribers topped **289m**, with 137m active data users as usage rose by a third.

Economic value add up at R149bn from R119bn.

2023

Named #1 African brand doing good for people and the planet, with leading sustainability perceptions value.

Where we are going

Our purpose is to enable the benefits of a modern connected life for everyone

MTN is a pan-African digital operator providing a range of critical voice, data, fintech, digital, enterprise and wholesale services to around 295 million customers in 19 markets. Our **purpose** is embodied in our belief statement that *everyone deserves the benefits of a modern connected life*. Our **strategic intent** is *leading digital solutions for Africa's progress*.

MTN Group Limited is a publicly owned entity whose shares are traded on the JSE. At the end of 2023 our market capitalisation was approximately R209 billion (US$11.4 billion). Subsidiaries MTN Nigeria, MTN Ghana, MTN Uganda and MTN Rwanda are listed on the Nigerian Exchange Ltd, the Ghana Stock Exchange, the Uganda Securities Exchange and the Rwanda Stock Exchange, respectively.

Ambition 2025: Leading digital solutions for Africa's progress

- Build the largest and most valuable platforms
- Drive industry-leading connectivity operations
- Create shared value
- Accelerate portfolio transformation

Enabled by our values:

- **Lead** with **Care**
- **Collaborate** with **Agility**
- **Act** with **Inclusion**
- **Can-do** with **Integrity**
- **Serve** with **Respect**

Creating value for all

We create value for our stakeholders across our footprint by living our **purpose** and belief as well as progressing our **strategic intent**

MTN achieved an **10.9%^** reduction in Scope 1 and 2 emissions from base-year emissions (excluding MTN SA whose performance is impacted by the IHS transaction)

^Reflects quarter 4 adjustments.

28% women in leadership

Enabled internet access to **150m** (2022: 137m) active data users

Maintained female representation at **40%**

Facilitated financial inclusion to **72m** (2022: 69m) active MoMo users

Empowered **17 569** MTNers

Extended digital inclusion to **36m** (2022: 22m) ayoba users

Connected **295m** (2022: 289m) subscribers

Provided broadband coverage to **89.2%** (2022: 88%) of the population

Added economic value of **~R159bn** (2022: R149bn) across our markets

Where we operate and how we performed

Our geographic footprint is expansive, stretching over 19 markets on two continents and connecting 295 million customers. This represents the reach and scope of where we create value, organised into our operations in South Africa, Nigeria and our Markets (SEA, WECA and MENA). These are managed through robust operational and governance oversight structures, which underpin our pan-African growth strategy.

Our portfolio at 31 December 2023 (MTN Group effective shareholding)

MTN South Africa	**100.0%**
MTN Nigeria ▲	**76.3%**
SEA	
MTN Uganda ▲	83.1%
MTN Rwanda ▲	80.0%
MTN Zambia ▲	89.8%
MTN South Sudan	100.0%
Mascom Botswana[Δ]	53.1%
MTN eSwatini[Δ]	30.0%
WECA	
MTN Ghana ▲[#]	81.0%
MTN Cameroon	80.0%
MTN Côte d'Ivoire	66.8%
MTN Benin	75.0%
MTN Guinea-Conakry	75.0%
MTN Congo-Brazzaville	100.0%
LonestarCell (MTN Liberia)	60.0%
MTN Guinea-Bissau	100.0%
MENA	
MTN Sudan	85.0%
MTN Afghanistan ■	100.0%
MTN Irancell[Δ^]	49.0%
Associates, joint ventures (JVs) and other investments	
aYo	50.0%
IHS Group	25.7%
Iran Internet Group[Δ]	29.5%
Middle East Internet Holding[Δ]	50.0%

▲ *Localisations.*
■ *Completed disposal in early 2024.*
Δ *Equity accounted.*
^ *Not under MTN operational control.*
# *Legal ownership is 77.3%.*

Our financial performance

+13.5%* to R210.1bn service revenue

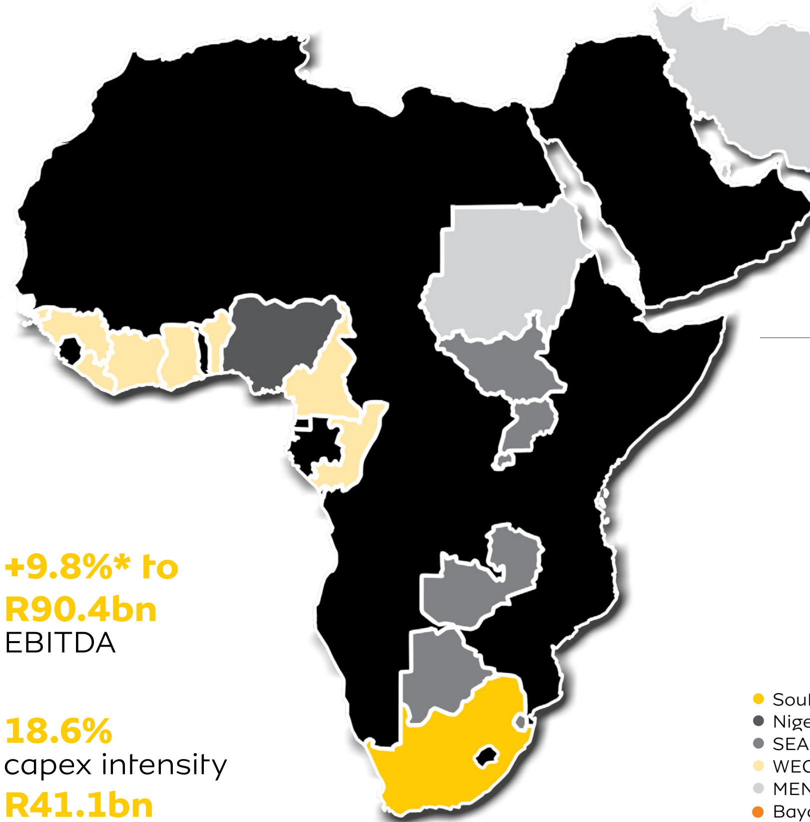
+23.0%* to R84.0bn data revenue

+21.8%* to R21.0bn fintech revenue

+9.8%* to R90.4bn EBITDA

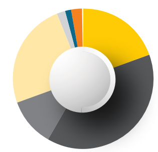
18.6% capex intensity

R41.1bn capex (ex-leases)



EBITDA contribution

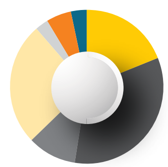
By geography (%)



South Africa	20.7
Nigeria	41.1
SEA	11.7
WECA	25.9
MENA	2.0
Bayobab	1.3
Head offices and eliminations	(2.9)

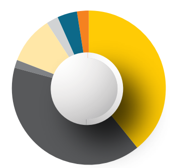
Service revenue contribution

By geography (%)



South Africa	20.4
Nigeria	35.9
SEA	11.0
WECA	27.7
MENA	3.0
Bayobab	5.6
Head offices	(3.5)

By services (%)



Voice	39.4
Data	39.8
Digital	1.7
Fintech	10.0
SMS	2.4
Wholesale	4.2
Other	2.4

Views from our Chairman

Working to build partnerships for progress

Mcebisi Jonas
Group Chairman

To our stakeholders

Remaining resilient despite ongoing volatility in our external environment

MM 1 2023 once again showcased the resilience of the MTN business model and ***Ambition 2025*** strategy as we navigated through continuing volatility in our macro-environment. It was also a tough year from a macroeconomic perspective, with higher-than-forecast global inflation averaging an estimated 6.8% (2022: 8.7%) and a sharp depreciation of many of the currencies in our key markets, where foreign exchange (forex) availability remained a significant challenge. According to the IMF, global growth slowed to an estimated 3.1% from 3.5% in 2022.

The cost and supply of energy remained a hot topic across the tech and telecoms industry, while the trend of greater regulatory scrutiny and interventions continued to impact our business. In addition, the global geopolitical landscape in 2023 was distinguished by fraught international relations, including conflicts in Ukraine, Sudan, parts of West Africa, and the Middle East.

Political instability is a feature of several countries on our continent, with the recent coups in Burkina Faso, Chad, Gabon, Guinea-Conakry, Mali, Niger and Sudan disrupting life and discouraging investment. Although MTN only operates in two of these markets, the rest of these countries are neighbouring MTN markets. We monitor developments closely and work to ensure that our people and customers are safe and that our services are uninterrupted.

MM 2 Fiscal pressures and debt tightening have added to the already-strained public finances of economies throughout our markets. In this environment, many African governments have sought new ways to generate revenue, among them broadening the tax base and increasing tax types and rates. At MTN, we monitor these developments carefully, seeking to manage the associated risks carefully and continuing to engage with revenue authorities and other relevant stakeholders.

In this context, it would be easy to feel overwhelmed; however, at MTN, we stayed focused on our strategic intent of *'leading digital solutions for Africa's progress'* and on our belief that *'everyone deserves the benefits of a modern connected life'*. These remained our guide as we continued to mitigate the risks and navigate the challenges of our operating context. We concentrated on the exciting opportunities present across the continent we call home. In this IR, you will read more about the operating environment in 2023 (pages 15 to 17), MTN's strategic delivery (pages 71 to 88), and the outlook (page 21) for the business. I also refer readers to the comprehensive material matters and risk sections on pages 22 to 33 and 46 to 57, respectively.

MM 4 Suffice to say, the business managed these circumstances well and recorded a solid performance in 2023, strategically, financially and by many other measures. The Q&A with the CEO (page 12) and the CFO (page 58) give details of this performance, which speaks to encouraging underlying operational momentum and was produced under the careful guidance of the Board of Directors. The SR and the TR provide details for those readers who require more details on the Group's broader performance.

Continuing to invest in the socioeconomic development of our nation-states

MM 3 MM 6 Our operating and financial performance was underpinned by substantial investments in our networks, as we increased our broadband network coverage to reach 89.2% – this equates to a population coverage of around 559 million people across our markets. This signified meaningful progress toward our objective of providing 95% broadband coverage by 2025. Given the importance of this priority, shareholders would note that we have linked this to executive remuneration within our ESG measures.

This sets important context, as I spend much of my time engaging with stakeholders from across our markets. In light of our strategic priority to 'create shared value', a key takeaway is the Group's determination to extend digital and financial inclusion across Africa, working closely with our many partners. In this pursuit, we enabled approximately 150 million customers to access internet services in 2023, while nearly 73 million used our financial services.

Views from our Chairman continued

In my engagements across our markets, the message I take with me is MTN's efforts to build *partnerships for progress*. We work closely with our nation-state hosts to ensure that our role is relevant to economic development, including as a significant and compliant provider of tax revenue – our total tax contribution reached R61.7 billion LA in 2023. Beyond this, the Group's contribution to lives and livelihoods across our markets can be measured in our economic value added. In 2023 this was R159^ billion, up from R149 billion the year before.

MM 9

Sustaining engagement and good governance

Among the key activities that stood out for me in 2023 were the governance roadshow with investors after annual results, as well as the Capital Markets Day (CMD) held in Johannesburg for the MTN Group. We are also pleased to have pioneered a CMD in Abuja, highlighting MTN Nigeria's strategic position and outlook.

By being out in the markets and meeting with stakeholders, my fellow directors and I are able to get a real feel for the issues on the ground. We also speak to regulators and the government about how we see the direction of policy that is supportive of economic growth and development (see our stakeholder section starting on page 34).

MM 5

Underpinning this, good governance is an important basis on which sustainable companies are built; therefore at the core of MTN's business is a commitment to governance that is not only robust, but also anchored in international best practice and applicable laws. We are cognisant of our responsibility to act as a good corporate citizen, uphold our company's values and be accountable, transparent, ethical and inclusive.

In November 2023, an evaluation of the Board was conducted by Hoffmann Reed and FluidRock. It focused on Board effectiveness, dynamics and composition, emphasising the enhancement of MTN's strategic direction. Among the key outcomes (see page 96) of the exercise were recommendations to:

- Continue to monitor the implementation of the refreshed decision-making framework and ensure that management is given sufficient latitude to move with execution while the Board provides adequate oversight.
- Increase the fintech, banking and digital experience on the Board.
- Continue to strengthen the strategic alignment between the Group Board and the boards of MTN's subsidiaries.

At the end of April 2023, we said farewell to Paul Hanratty, thanking him for his significant contribution to Board deliberations over the years. In January 2023, we were pleased to have Nicky Newton-King join the Board. During the year, we also saw the term of the Independent Advisory Board (IAB) come to an end, although we have no doubt that we will still lean on its former members for their expertise in the years to come as the IAB structure evolves into a more open-architected stakeholder forum.

Our Executive Committee was stable in the year, but in April 2024 we saw the retirement of Group Chief Operating Officer Jens Schulte-Bockum after seven years of inspirational leadership. We warmly welcome Selorm Adadevoh (previously MTN Ghana CEO), as our new Group Chief Commercial Officer, entrusted with continuing our purpose-driven growth.

MM 7

We have strengthened our approach to screening director appointments to both the Group and its Opcos through a process conducted under the oversight of the Directors Affairs and Governance Committee, which I chair. This committee has spent much time on succession planning and looking to the future, particularly given the Group's strategic trajectory. The issue of 'overboarding' continues to be a topic that attracts stakeholder attention and in late 2023, the Board approved key principles regarding the number of directorships held by members.

Looking ahead and appreciation

In June 2024, we will mark 30 years of connecting people and creating value. As we continue to navigate the macro-challenges in our trading environment, we reflect with both pride and humility on the progress of the business over the past three decades. This has been powered by the dedication and resilience of MTNers, as well as the support of so many different people and institutions, including customers, governments and regulators, investors, suppliers and civil society. This embodies our ethos of cultivating *partnerships for progress* in our markets.

In the year ahead, among the key items that will inform Board deliberations are:

- Geopolitical developments and impacts, including those from elections taking place across the world and in some of our markets. These will also inform our stakeholder engagements and partnerships with our nation-state hosts.
- Progress against our commitments of ***Ambition 2025***, in particular the structural separation of our fintech and fibre businesses and our work to further develop our digital offerings.
- Advancing our governance agenda, including improving subsidiary governance; succession planning; responding to the Board evaluation; and reviewing the Board appointment and vetting process.

Finally, I would like to thank all stakeholders for their support and look forward to engaging with you in 2024. MTN will work to ensure that no one is left behind as we continue with the focused execution of the ***Ambition 2025*** strategy.

Mcebisi Jonas
Group Chairman
Fairland

29 April 2024

^ Made up of network and IT investment, procurement, tax paid, salaries and wages and CSI.

Q&A with the President and CEO

MTN has remained resilient in a challenging macro-environment. Our investment case is underpinned by structurally higher demand for our data and fintech services

Ralph Mupita
Group President and CEO

Q

The macroeconomic and geopolitical environment was especially volatile in 2023. How did this impact MTN?

A

The macroeconomic environment was challenging in 2023. There are a few factors worth highlighting in this regard – particularly devaluation of the naira against the US dollar, which was the strongest headwind to our business. Despite these effects, we are encouraged by the solid underlying operational momentum and momentum of the business, as well as progress in key strategic initiatives. We believe we are well positioned to continue delivering on our growth ambitions over the medium term.

The blended inflation rate across our markets remained elevated and averaging 16.7%, from 15.1% in 2022. This put pressure on our customers' spending power, which impacted demand for services. Higher inflation also directly impacted our business by increasing the cost of doing business, as well as higher interest rates – as central banks intervened to curb inflation – which increased our cost of debt (unpacked by the CFO on page 58). Encouragingly, we noted a peak in the inflation cycle in some of our markets, such as South Africa, Ghana and Uganda. We expect slowing inflation to be more supportive of our medium-term outlook.

Compounding the effects of inflation, local currencies were volatile, with limited availability of hard currency, especially in Nigeria. In 2023, the US dollar appreciated by 97% against the naira, resulting in a closing rate of N907/$ at the end of the year (December 2022: N461/$) – as mentioned, this had the biggest impact on our business in the year. This followed the liberalisation of exchange rates in the country in June 2023 and had a material impact on our profit and loss and balance sheet. Despite the short-term volatility and effects we are seeing, we are optimistic that the structural policy changes being implemented in Nigeria will be positive for the country and our business in the medium to longer term. We also navigated a paucity of foreign exchange in some key markets, which made it more challenging to upstream dividends and management fees (refer to page 58 for the Q&A with the CFO).

From a geopolitical standpoint, we saw a rise in tensions globally and within the African continent. In addition to conflicts in Ukraine, the Middle East and parts of West Africa, the crisis in Sudan also deepened, and we extend our deepest sympathy to those impacted by the conflict there. From a business perspective, this precipitated fuel shortages, power outages and disruptions to network availability in Sudan.

Q

In this context, how did MTN perform in 2023?

A

- Subscribers increased by 2.0% to 294.8m
- Active data subscribers increased by 9.3% to 149.7m
- Data traffic increased by 26.3% to 14 737 petabytes.
- MoMo monthly active users increased by 5.0% to 72.5m
- Fintech transaction volumes increased by 32.2% to 17.6bn

Notwithstanding the macro-volatility and challenges, MTN maintained a resilient performance in 2023, with solid underlying operating momentum. Despite the adverse effects of various SIM registration regulations, we expanded the customer base to 295 million across 19 markets.

Q&A with the President and CEO continued

Amid sustained high demand for data and fintech services, we increased the number of active data subscribers by more than 9%^ to ~150 million – half the total subscriber base. Data traffic on MTN's networks, excluding JVs, grew by more than a third (or by just over a quarter, including JVs). Usage improved to more than 6.1GB per user per month (or 8.6GB including JVs). To sustain this growth, as well as network coverage and quality, we deployed capex (excluding leases) of R41 billion.

Active MoMo users increased by 5% to 72.5 million – a quarter of the total customer base. The volume of fintech transactions increased by around a third to 17.6 billion, with the value of transactions up 47.4%* to US$272 billion, driven by the growth of advanced services including payments, BankTech and remittance solutions.

MTN's financial performance is detailed by the CFO on page 58, but among the key highlights, Group service revenue grew by 13.5%* to R210.1 billion and EBITDA was up by 9.8%* to R90.5 billion.

^ Increased by 10.2%, excluding joint ventures.

Q

Against the challenging macro-environment, what were the main highlights from MTN's execution of the *Ambition 2025* strategy?

A

Before delving into our broader strategic progress, it is worth highlighting the notable headway in 2023 made by MTN South Africa on its network resilience. As this was a key focus area of the business to improve network availability in the context of ongoing loadshedding in the country. By year-end, MTN SA had improved the availability of its network to 95% in even the higher stages of loadshedding, with availability up to around 98% on sites where resilience was implemented. We are pleased with this progress, which was ahead of schedule and supported an improvement in the Opco's operational performance in 2023.

In terms of our Group-wide strategic priorities more generally, these are detailed on pages 71 to 88; and among the highlights in 2023 were progress in building the largest and most valuable platforms. In fintech, we are excited about the partnership agreements secured with Mastercard, particularly the commercial agreements, which we expect will support the accelerated growth of the business. Early in 2024, we concluded the definitive agreements for Mastercard to invest up to US$200 million for a minority equity stake in MTN Group Fintech at a valuation of US$5.2 billion.

We also gained traction with the structural separation of the fibre business in 2023, with Bayobab, securing regulatory clearances and new fibre operating licences in markets like Uganda, Côte d'Ivoire and Central African Republic. Bayobab also acquired the fibre network of MTN Zambia in a sale-and-leaseback arrangement, while the work to progress Project East2West was commenced in partnership with infrastructure investment platform Africa50.

What was particularly pleasing in progressing our platform strategy was our ability to leverage partnerships to enable faster scaling of these growth drivers in line with our philosophy (*partnerships for progress*). We will continue to look for strategic partnerships to accelerate the execution of ***Ambition 2025***.

In our priority to simplify and transform the portfolio, we finalised the sale of MTN Afghanistan, which completed the Group's planned exit of consolidated subsidiaries in the Middle East. We also accepted an unsolicited offer, subject to conditions precedent, including regulatory approvals for MTN's equity interests in MTN Guinea-Bissau and MTN Guinea-Conakry.

We made good progress in advancing key sustainability initiatives and achieving our strategic priority to create shared value (see details on the next page). Overall we believe that the strides we continued to make in our strategy execution position the business well to weather the current volatility in the short term and deliver on our growth ambitions over the medium and long terms.

MTN Group President and CEO Ralph Mupita receives the Corporate Social Responsibility Award on behalf of MTN at the Africa-America Institute's 70th Anniversary Gala and Awards Ceremony on the margins of the 78th Session of the United Nations General Assembly in September 2023

Q&A with the President and CEO continued

Q

You often speak of MTN's responsibility to help create a sustainable, inclusive world. What progress did MTN make in this regard?

A

As mentioned, creating shared value with ESG at the core is critical and is one of our four strategic priorities. On page 10, the Chairman covers much of the progress in this regard in 2023, and I also direct readers to a more comprehensive review of our sustainability performance on page 86, including the improved scores with our focus ESG raters and rankers.

MM 6

Doing for planet

In terms of our eco-responsibility priorities, we achieved a 13.1% absolute reduction in Scope 1 and 2 emissions in 2023. This is part of our environmental commitment to reach Net Zero emissions by 2040. We are also prioritising the reduction in Scope 3 emissions, with a fifth of our suppliers by expenditure already having committed to setting their own emission-reduction targets by 2026.

Doing for people

Diversity and inclusion are fundamental to MTN's values, and we continue to advance gender equality. In 2023, women represented 40% of our workforce, unchanged from 2022, but on track to meet our 2030 gender parity target. We also closely track women in leadership, which was 28% in 2023 vs our 2025 target of 30%, and women in technology, which at 24% in 2023 was ahead of our 2025 target of 21%. We remain focused on fostering an environment where women are meaningfully supported to thrive, grow and contribute to our collective success.

We are dedicated to advancing internet access in rural and remote areas to promote digital and financial inclusion. In 2023, we achieved broadband coverage of 89.2% (2022: 87.8%) against a target of 95% by 2025. This brought connectivity to an additional 8.4 million people in 2023 by deploying 6 600 sites in rural areas. Our social and economic contribution of approximately R159 billion in 2023 made a meaningful impact on lives and livelihoods in our markets. In aligning with national and continental priorities in the year, we invested more than R195 million in corporate social investment (CSI) programmes across communities in our host nations. Our flagship initiative is the MTN Skills Academy, which empowers individuals in eight markets to participate in their economies as producers, consumers and innovators in digital technologies.

MM 7

Doing it right

In 2023, we once again exceeded our target for reputation, with a score of 79.5% in our annual Reputation Index Survey of stakeholders. This is above our target of 75% and outstrips most international reputation index benchmarks. To support the widespread adoption of the new IFRS S1 and S2 investor-focused standards of the International Sustainability Standards Board, MTN Group has pledged to begin adopting these standards. We see this as an opportunity to understand our sustainability-related risks and opportunities better and to streamline our sustainability reporting processes to meet the needs of our stakeholders.

Q

What are MTN's key focus areas ahead?

A

Our operating context – detailed on pages 15 to 17 – is expected to remain challenging and uncertain in the short term. As noted, we are starting to see inflation subside in key markets, which we believe will benefit the business. In addition, we believe the structural policy interventions implemented in Nigeria bode well for medium to longer-term stability and growth of that country. In this context, we are encouraged by the resilience of our business to navigate the current macro-volatility and will continue to execute our commercial and strategic initiatives. To further safeguard our medium- and long-term prospects, we are focused on some key priorities that underpin the execution of our growth outlook and strategy.

MTN SA will focus on completing its network resilience programme in the short term to sustain improved network availability and quality that underpins the momentum we saw in 2023 and the medium-term recovery of the business. The Opco will, thus, explore avenues to drive further resilience and power efficiencies in its network. We will focus on commercial initiatives in MTN SA to drive growth, including sustaining prepaid momentum and acceleration of the device strategy to support our data ambitions. While we expect the latter to temporarily slow the recovery profile of MTN SA's EBITDA margin in the short term, it will support medium-term growth and profitability. With a keen focus on efficiencies, MTN SA will prioritise returning top-line growth and the EBITDA margin to targeted medium-term ranges over time.

MTN Nigeria remains committed to accelerating service revenue growth, improving profitability and strengthening its financial position, particularly the negative retained earnings and equity position reported as at 31 December 2023. To this end, the engagements with regulatory authorities on much-needed tariff increases for the industry remain a key short-term priority; and there is comprehensive work in progress to reduce and mitigate forex exposures impacting the business, including tower operating costs. MTN Nigeria will unlock efficiencies to drive operating leverage, re-establish earnings growth, sustain strong free cash flow generation and restore its reserves and balance sheet position over the medium term.

Led by **MTN Ghana**, we will work to capture growth opportunities in our broader **Markets** portfolio by investing in connectivity and further developing platforms. For our fintech business, our priority is to drive the expansion of the ecosystem to support growth in usage and monetisation. Through focused commercial interventions and leveraging our distribution, we will accelerate the scaling of the business. More broadly within our portfolio, price optimisation and regulatory discussions regarding tariff increases remain ongoing priorities.

MM 5

The execution of our platform strategy has gained encouraging traction and momentum. Following the Mastercard agreement, we will continue to explore opportunities for other value-enhancing partnerships and investments in our platforms over the medium term. More broadly, we will accelerate the commercial monetisation within our platforms as they continue to scale. The ongoing efforts in our localisation programmes – particularly Ghana and Uganda – are also key to creating shared value.

The financial resilience of our business is another ongoing theme and priority; the CFO Q&A (page 58) provides further detail on our continued drive to realise expense efficiencies and maintain a strong balance sheet and liquidity.

MM 4

We are encouraged by our business's medium and long-term prospects and have, therefore, reiterated our overall medium-term guidance framework. The only change is a simplification of the fintech measure (see page 21).

Our market context

We operate in a diverse footprint that underpins our growth thesis and investment case. In determining our material matters, we consider our market context to understand the opportunity and risk set it presents. This in turn enables us to develop, execute and evolve our strategy as well as leverage our competitive advantages, including our scale, brand, presence and financial position.

In 2023, we assessed our market context (and how it has evolved) relative to our ***Ambition 2025*** strategy that was developed in 2020 and the outlook at that time. We evaluated how developments in the operating context impact our strategy execution in the short, medium and long term as well as the mitigations required and the opportunities presented. In addition to the broader global environment, we consider our operating context in terms of how we manage the Group: South Africa and Nigeria; as well as our Markets portfolio – spearheaded by Ghana – namely WECA, SEA and MENA:

South Africa

South Africa is an attractive, relatively stable and mature market that offers particular opportunities in data, network sharing and enterprise services despite prevailing economic and sociopolitical pressures.

Macroeconomic/sociopolitical

- The economy grew by 0.6%. Inflation averaged 6.0% (2022: 6.8%), although the trend moderated in H2. The US dollar appreciated by an average of 12.5% against the rand, which impacted the cost of imports and also fed into inflation.
- Power shortages continued to impact the economy, putting pressure on consumers and business. In 2023, there were 335 days of loadshedding, from 205 in 2022.
- General elections in May 2024 could present some uncertainties.

Competitive/regulatory

- MTN has the second-largest market share in an increasingly data-dominant market where **prepaid** growth in the market has been muted in the past five years in a highly competitive environment. **Postpaid** has remained relatively resilient, although MVNOs have continued to be a feature in the competitive and pricing environments.
- **Ability to increase prices** – The regulatory environment largely enables operators to manage pricing, both to remain competitive and recover escalating opex and capex requirements.
- **5G** remains an exciting MT and LT opportunity for growth, particularly FWA/HBB. Industrial use cases show potential; handsets and coverage are the key dependency for consumer use cases.
- **Home** – The sector relies on the infrastructure of two operators. Fixed wireless access (FWA) is popular among fixed operators, but fibre to the home (FTTH) connections are growing faster.
- **Fintech** – The country's advanced banking sector poses challenges to more rapid scaling, however MTN is driving growth through compelling and niche offerings.
- **Network resilience** has been a key focus of operators' network investments. In 2023, MTN SA largely completed our comprehensive network resilience investment, boosting our competitive position.

Relevant risks

R 1, R 2, R 4, R 5, R 7, R 9, R 10

All material matters are relevant to all our markets

MM 1, MM 2, MM 3, MM 4, MM 5, MM 6, MM 7, MM 8, MM 9, MM 10

Nigeria

Amid political and economic reforms, Africa's largest population presents compelling growth opportunities, particularly in data and fintech. Challenges in the ST include the naira's depreciation, forex shortages and elevated inflation.

Macroeconomic/sociopolitical

- Economic growth slowed to 2.7% in 2023 from 3.1% in 2022. The floating of the naira in June 2023 led to a 96.7% devaluation, severe forex liquidity constraints and higher inflation (28.9%) and interest rates. For 2024, the growth projection is seen at 3.2% and inflation at 26.3%. The naira is expected to stabilise as forex liquidity improves.
- Oil supply challenges and commodity price volatility create uncertainty for fiscal revenue, and hence government debt and spending.
- Unemployment and underemployment mean social stability is in focus.

Competitive/regulatory

- MTN is the market leader, with credible competition from the next-largest operator. Customers continue to shift from conventional voice to data-rich services. NIN-SIM registration regulations in the market present ST headwinds to subscriber base development however, will result in a more robust subscriber registration framework in the MT and LT.
- **Ability to increase prices** – Operators are engaged with authorities through the industry body regarding a review of headline tariffs in its service offerings.. Given elevated inflation and energy prices and volatile exchange rates, an appropriate level of pricing is required for the MT and LT sustainability of network investment and the industry. In the ST, tariff reviews will be necessary to help operators navigate the severe volatility playing out in the macro environment.
- **5G** – MTN was the first operator to launch 5G network in Nigeria, providing coverage in key cities in the six geopolitical regions in all states.
- **Home** – The FTTX market is nascent, however we have expanded our HBB penetration, leveraging our 5G fixed wireless access devices, mobile broadband solutions and FTTH connectivity.
- **Fintech** – MTN faces competitive headwinds from telco and OTT operators, however is poised for robust and sustained growth over the MT and LT. The growth outlook is supported by a growing youthful population, low banking penetration and rising smartphone penetration.

Relevant risks

R 1, R 2, R 3, R 4, R 5, R 6, R 7, R 8, R 9, R 10

Sources: National statistics offices; Fitch; Standard Bank; Carnegie; World Bank, IMF; AfDB; Reuters and Enterprise Risk Management Academy

Our market context continued

Ghana

MTN's biggest fintech market, with opportunity for greater uptake of more advanced services. MTN Ghana is doing well to manage risks and drive growth given the macro challenges, including elevated inflation and FX volatility, headwinds to economic expansion as well as greater regulatory scrutiny since being designated as a significant market power (SMP).

Macroeconomic/sociopolitical

- The economy faced several challenges, including elevated inflation, with an average monthly rate of 40.3% (2022: 31.5%). Higher utility costs along with the 38.5% depreciation of the cedi contributed to the challenges.
- Economic growth slowed to 2.9% in 2023 from 3.1% in 2022. Unemployment and interest rates remain high. Wages are not keeping up with increase in prices, exacerbating poverty (27%).
- A July 2023 by-election led to a hung parliament, likely slowing reforms.

Competitive/regulatory

- MTN is the leader in the market, with strong growth in data and fintech services. MTN Ghana has been declared as an SMP, which attracts greater regulatory oversight and the requirement to implement remedies in line with regulatory directives. SIM re-registration – Completed in May 2023, this led to a decline in the overall subscriber base.
- **Consolidation** – One competitor rebranded in 2023 and another smaller operator was acquired by a large competitor.
- **Ability to increase prices** – Amid elevated inflation, MTN has been able to effect regular regulator-approved tariff adjustments to safeguard its sustainability amid elevated opex and capex burdens.
- **5G** – Economic challenges have resulted in a decline in investment from smaller operators in the market, as well as a ST delay in the rollout of 5G.
- **Home** – We see opportunity to leverage our network to partake in this segment of the market.
- **Fintech** – The market leader, MTN MoMo's ecosystem and user numbers continue to grow with greater uptake of advanced services.

Relevant risks

R 1, R 2, R 4, R 5, R 9

All material matters are relevant to all our markets

MM 1, MM 2, MM 3, MM 4, MM 5, MM 6, MM 7, MM 8, MM 9, MM 10

WECA

WECA is home to eight MTN operations, including Ghana (see separate commentary). Operations are impacted by political uncertainties and regional conflicts, although the WECA boasts comparatively well-established fintech businesses, supported by stable inflation and FX in some of the larger markets.

Macroeconomic/sociopolitical

- Economic growth slowed in 2023. Unemployment remains high, as do budget deficits. In 2024, economic growth is expected to pick up, inflation is seen moderating and current account balances are forecast to improve.
- Political instability is a feature of several countries in the region, with recent coups in Burkina Faso, Chad, Gabon, Guinea-Conakry, Mali and Niger impacting livelihoods and investment. Although MTN operates in only one of these markets, the rest of these countries neighbour MTN markets, presenting regional geopolitical risks.

Competitive/regulatory

- MTN is the leader in five of the eight WECA markets (and second in the others), where mobile uptake is strong and fintech services are popular, with a contribution of 27.7% to service revenue.
- The regulatory environment for telecoms, digital and fintech is complex and dynamic, but governments are also intent on increasing connectivity and digitising societies. Data sovereignty and privacy are increasingly topical.
- **Ability to increase prices** – Amid economic and regulatory pressure, increasing prices is difficult.
- **5G** – Competitors are launching 5G in major cities in Côte d'Ivoire and Benin.
- **Home** – Investment in fibre is increasing, driving penetration as data demand grows.
- **Fintech** – Sector is growing, with increased adoption and investment and the entry of a new competitor leading to an evolution of fees by incumbents.

Relevant risks

R 1, R 2, R 3, R 4, R 5, R 7, R 10

Sources: National statistics offices; Fitch; Standard Bank; Carnegie; World Bank, IMF; AfDB; Reuters and Enterprise Risk Management Academy

Our market context continued

SEA

SEA hosts six MTN operations, including equity-accounted Mascom and MTN eSwatini. The operations continue to deliver healthy operational and financial results in the context of increased regulatory scrutiny and competitive intensity, as well as the crisis in South Sudan. The region offers an exciting demographic opportunity, with a fast-growing, youthful population, with growing data and 4G coverage, fintech and digital adoption.

Macroeconomic/sociopolitical

- Economic growth was slow in 2023. The annual blended inflation in SEA averaged 10.0%, compared to 14.3% in 2022. Consumer spending was limited by inflation and low consumer disposable incomes across the region. This was exacerbated in South Sudan by the displacement crisis and in Rwanda by currency depreciation and aggressive regulatory interventions.
- Except for South Sudan, the SEA society is mostly stable, despite widespread unemployment and inequality as well as, in eSwatini, the risk of more anti-monarchy protests.
- The removal of Uganda from the African Growth and Opportunity Act (AGOA) after the passing of the Anti-Homosexuality Act may impact Ugandan exports and tourism.

Competitive/regulatory

- We are the market leader in all our SEA Opcos. Regulations are increasing, with Uganda imposing a 5% tax on foreign companies providing digital communications and Rwanda considering levying VAT on online services.
- **Consolidation** – This trend remains a feature in some of our SEA markets.
- **Ability to increase prices** – While there is scope to engage regulators on price increases in some markets, competition pressures are a key consideration.
- **5G** – MTN is rolling out 5G in Uganda and Zambia. In Zambia, a new operator has also launched 5G.
- **Home** – The market is nascent, but strong data growth is seen driving demand for fibre networks.
- **Fintech** – Ongoing regulatory obligations and interventions remain key factors being managed in SEA, with the growth outlook underpinned by rapidly increasing adoption and usage of fintech services.

Relevant risks

R 1, R 2, R 3, R 4, R 5, R 9, R 10

All material matters are relevant to all our markets

MM 1, MM 2, MM 3, MM 4, MM 5, MM 6, MM 7, MM 8, MM 9, MM 10

MENA

MTN operations in MENA are in Sudan, Afghanistan and Iran (minority-held joint venture). We announced the completion of our exit from Afghanistan with FY 2023 results. High inflation and rising food prices, as well as FX volatility, pose challenges to economies across the region, as do the risks of a spillover from the conflict in Gaza. The large youthful population and the growing middle class offer opportunities for growth.

Macroeconomic/sociopolitical

- Since the coup in October 2021, the political environment in Sudan has been unstable and many services – including access to the internet – have been disrupted. In Iran, the sociopolitical and economic conditions have been tough, putting consumer spending under pressure. The risk of exposure to sanctions continues.
- Economic growth slowed in 2023, and the economy of Sudan contracted. The economies of Iran and Sudan were assessed to be hyperinflationary.

Competitive/regulatory

- The mobile market across these three MTN operations differs markedly, with penetration highest in Iran and lowest in Afghanistan. MTN is the market leader in Afghanistan, and the second-largest operator in the other two MENA markets. Early in 2024, MTN Group completed the disposal of MTN Afghanistan.
- The regulatory environment for telecoms, digital and fintech is complex and dynamic, but governments are also intent on increasing connectivity and digitising societies. Data sovereignty and privacy are increasingly topical.
- **Ability to increase prices** – Obtaining regulatory approval for pricing increases has been challenging in the current economic environment.
- **Home** – Investment in fibre is driving penetration as data demand grows.
- **Fintech** – Sector is growing by 20%, with increased adoption and investment.

Relevant risks

R 1, R 2, R 3, R 5, R 6, R 7, R 8, R 10

For details of the ways in which we are responding to and managing the factors in our operating context, see page 70 to 88. **We discuss how our *Ambition 2025* strategy remains relevant to navigating the ST volatility and positions us to capture the MT and LT opportunities.**

Sources: National statistics offices; Fitch; Standard Bank; Carnegie; World Bank, IMF; AfDB; Reuters and Enterprise Risk Management Academy

Investment case – a compelling African growth story

Our pan-African focus allows us to advance the digital and financial inclusion agenda, living up to our purpose and strategic intent.

Ambition 2025 **highlights the Group's key differentiators and how we leverage these to capture the opportunities. Among these are: our growth markets with a youthful population; our established leading brand with a solid infrastructure base; our strong management; and our leading position in most of our markets. We are also optimising efficiencies, capex and cash flow, which will all ultimately translate into attractive returns and shared value for all stakeholders. Our compelling investment case is underpinned by disciplined capital allocation, as well as an enhanced risk and regulatory framework. We deliver on our strategy with an unwavering commitment to create shared value in our host markets, with ESG at the core. Our capital markets day presentations, available online, provide more detail of the opportunities.**

1

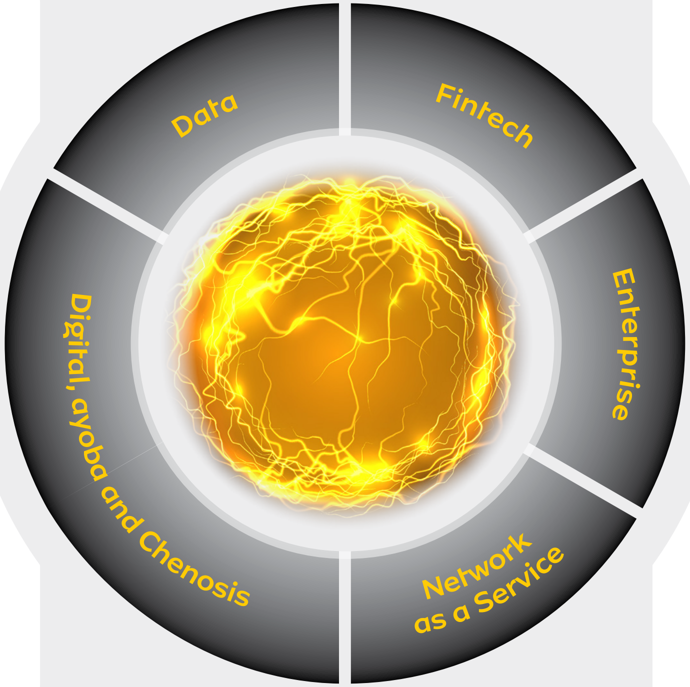
Exciting demographic opportunity

- Fast-growing, youthful population.
- Low data, fintech and digital adoption.
- Partner in socioeconomic development of our regions.

2

Africa's leading and scale connectivity and infrastructure business

- #1 or #2 subscriber share in all our markets.
- 'Second to none' and well-invested networks.
- Enterprise, wholesale and infrastructure-sharing opportunities.



3

Well positioned for the long term

- Accelerated digitisation of Africa.
- Portfolio transformation enhances risk/return profile.
- Exposing value in infrastructure assets and platforms.

4

Attractive return profile

- Accelerating growth outlook.
- Attractive cash flow and return profile.
- Balance sheet flexibility, faster non-rand deleveraging.

Creating and preserving value through our business model

We create and preserve value by developing and distributing a range of innovative services. We depend on various resources and relationships, known as the six capitals, to do this. We require inputs of each capital to deliver on our strategy, advance some of the UN SDGs and generate value for our stakeholders. When making decisions on allocating capital, we consider the availability of the capitals, the trade-offs between them and we seek to maximise positive outcomes and limit instances in which value is eroded. While transforming the stocks of capitals, we seek to grow inclusively, responsibly and sustainably.

Inputs

Natural

Radio spectrum in several bands

Electricity consumption - Total (Scope 1 and Scope 2)

Electricity (GJ)	Diesel (L)	Other^
470 209 003	**97 065 339**	**123 604**
2022: 2 773 817	2022: 3 483 026	2022: 189 480

^ Includes petrol and natural gas.

Financial

Market cap (Rbn)	Holdco debt (Rbn)	Interest received (Rbn)
209	**31.9**	**3.0**
2022: 240	2022: 23.1	2022: 2.0

Intellectual

- Strong established brand.
- Skilled, experienced and diverse Board members and employees.
- Partnerships and JVs.

Human

Number of employees	Contractors and temporary employees (%)	Investment in employees (Rm)
17 684	**12**	**307**
2022: 17 462	2022: 15	2022: 280

Manufactured

Value of property, plant equipment (Rbn)	Capex (IFRS 16) (Rbn)	Number of smartphones (m)
117.2	**63.6**	**183.3**
2022: 108.8	2022: 54.1	2022: 168

Social

- Improved relationships with regulators, customers, trade unions, employees, communities and civil society.
- Ongoing interactions with government and tax authorities.
- Regular engagement with shareholders and the investor community.
- 294.8m subscribers in 19 markets.

Our business model

Our five-step business model is informed by our belief, our strategic intent and values. It is underpinned by our governance and supports the delivery of our strategy.

1 We secure access to spectrum, licences and technologies based on a disciplined capital allocation framework

2 We attract, develop and retain the best talent and future skills, which we combine with the resources in step 1 to create, build and operate technology platforms that are second to none

3 We drive industry-leading connectivity operations and build the largest and most valuable platforms, creating shared value by advancing digital and financial inclusion

4 This is achieved through the sale and distribution of our differentiated products and services which provide the leading customer experience leveraging the #1 African brand

5 With ESG at the core, and while accelerating our portfolio transformation, we provide leading digital solutions for Africa's progress

Outputs

Services

Communication

Fintech

Digital

Enterprise

Network as a Service (NaaS)

Chenosis

Emissions

Total GHG emissions 3 713 379 million tCO_2e

Key outcomes

- ✓ Net Zero emissions by 2040
- ✓ Committed to 50% absolute average reduction by 2030 (science-based target)

		2023	2022
✗	Carbon emissions – Scope 1 (tCO_2e)	**292 505.72~**	290 392.32
✓	Carbon emissions – Scope 2 (tCO_2e)	**267 827.92~**	343 291.89^
✓	Carbon emissions – Scope 3 (tCO_2e)	**3 153 045.96**	4 223 858.00^
✗	E-waste (tonnes)	**103**	99

		2023	2022
✗	EBITDA (Rbn)	**90.4**	90.8
✗	Profit after tax (PAT) (Rbn)	**4.0**	23.8^
✗	Adjusted headline earnings per share (cents)	**1 203**	1 329^
✗	Holdco leverage (x)	**1.4**	0.8
✗	Cash generated from operating activities (Rbn)	**64.1**	68.1
✓	Return on equity (%)	**24.4**	24.2^
⊖	Dividend (cps)	**330**	330

		2023	2022
✓	Goodwill and intangible assets (Rbn)	**74.8**	50.3
✓	Maintained most valuable African brand rank, worth (Rbn)	**68.2**	60

		2023	2022
✓	Staff costs (Rbn)	**15.1**	12.7
✓	Voluntary staff turnover (%)	**5.7**	6.4
⊖	Employee sustainable engagement score (%) LA	**83**	83
✓	Total time spent on employee development (total hours)	**1 823 189**	1 363 200
⊖	Female representation (%)	**40**	40

		2023	2022
✓	2G sites rolled out	**4 458**	2 974
✗	3G sites rolled out	**3 319**	3 498
✓	4G sites rolled out	**5 356**	7 993
✓	5G sites rolled out	**2 251**	1 570
⊖	Network Net Promoter Score (NPS) (#1 in markets) (%)	**10**	10
✗	Depreciation (Rbn)	**31**	28.6

		2023	2022
✗	NPS LA (%)		
	South Africa	**45**	48
	Nigeria	**51**	61
	Other key markets#	**38**	43
✓	MoMo active subscribers (m)	**72.5**	69.1
✗	CSI spend (Rm)	**220**	251
⊖	B-BBEE status MTN Group and MTN South Africa	**Level 1**	Level 1
✓	Calls to whistle-blower hotline LA	**119+**	123^
✓	Total tax contribution (Rbn) LA	**61.7**	54.8^
✓	Economic value added (Rbn)	**159**	149

^ Restated due to prior year adjustment.

+ Excludes incidents reported via walk-ins, email, management concerns and internal audit queries. A total of 127 tip-offs have been received. Eight were noted as test calls.

 # Includes Cameroon, Côte d'Ivoire, Iran and Uganda.

~ Total includes MTN SA (Scope 1: 31 730.94 tCO_2e and Scope 2: 157 015.42 tCO_2e LA).

✓ Value created ✗ Value eroded ⊖ Value preserved

Creating and preserving value through our business model continued

Stemming from our brand promise of Doing for tomorrow, *today*, and as part of our integrated thinking, we continuously assess the availability and quality of our capital inputs in a bid to entrench effective decision making in the Group. Here we outline trade-offs made in the year.

Trade-offs

Natural

- MTN South Africa's network resilience plan to mitigate the disruption to network availability caused by loadshedding includes investment in batteries and backup generators. Natural and financial capitals are negatively impacted.
- However, investments in solar and other greener economy projects in South Africa and across our Opcos as part of our commitment to reducing our carbon footprint have a sustainably positive impact on social and natural capital.

Relevant material matters: MM 1, MM 2, MM 3, MM 4, MM 5, MM 6

Associated risks to value creation: R 1, R 2, R 5, R 6, R 7, R 8, R 9, R 10

Manufactured

- Expediting work to increase internet access across our markets has a short-term negative impact on financial capital, but supports the social, manufactured and intellectual capitals. In the long run, it lays the foundation for enhancing financial capital.

Relevant material matters: MM 3, MM 5, MM 7, MM 8, MM 10

Associated risks to value creation: R 3, R 5, R 6, R 9

Human

- Our work to advance gender equality through the greater representation of female MTNers and efforts to reduce the gender pay gap have a short-term negative impact on financial capital but are offset in the medium to longer term by their positive impact on the human and social capitals.
- Investments in training, including in the MTN Skills Academy, enhance human capital but have a negative short-term effect on financial capital.
- Our expense efficiency programme (EEP) supports financial capital, but has some negative effect on social capital by impacting supplier relationships and employee morale.

Relevant material matters: MM 2, MM 3, MM 5, MM 6, MM 7, MM 9, MM 10

Associated risks to value creation: R 2, R 5, R 6, R 8, R 10

Intellectual

- The development and launch of new and differentiated products and services aimed at enhancing the customer experience impact the intellectual and social capitals positively while reducing financial capital.
- Strategic partnerships, notably the Mastercard agreement signed in 2023 with MTN Group Fintech, focuses on scaling our existing businesses and leveraging off our partners' assets and footprints. These have a positive medium to long-term impact on intellectual and financial capital.

Relevant material matters: MM 2, MM 3, MM 5, MM 7, MM 8, MM 9, MM 10

Associated risks to value creation: R 2, R 3, R 5, R 6, R 8, R 10

Financial

- Through our work to bolster MTN's financial resilience, we enhance the Group's financial capital. Among these are:
  - Expense efficiencies.
  - Asset sales.
  - The upstreaming of cash from Opcos.
  - Liability management and the reduction of non-rand debt.
- Financial capital is under pressure to support operating and capital expenditures, as well as the completion of our network resilience plan in South Africa.

Relevant material matters: MM 4, MM 5

Associated risks to value creation: R 5, R 7

Social

- Continuous improvements to the remuneration policy and transparent disclosure allay investor worries and encourage the retention of skilled employees. They enhance the stocks of the financial and social capitals.
- Our commitment to digital and financial inclusion in our communities transforms society through the development of skills and enterprises, but this has a short-term negative impact on financial capital.
- Driving diversity, inclusion, localisation and preferential procurement builds the stocks of the social, human, intellectual and financial capitals.

Relevant material matters: MM 1, MM 2, MM 6, MM 7, MM 9

Associated risks to value creation: R 1, R 2, R 5, R 8, R 10

Our outlook

MTN's resilient business model positions us for accelerated growth and relevance in the run-up to 2025 and beyond. Here, we provide our views on our operating context over the short to medium term.

Macro-environment

Key macro challenges

- Elevated inflation
- Forex volatility and availability
- Regulatory
- Geopolitics

Inflation continues to put upward pressure on operating costs, however our EEP, network investments and commercial strategies are helping to limit the negative impact on earnings. In the period ahead, adjustments to pricing for voice and data services will be necessary to offset rising network costs. Approval from regulatory authorities in multiple markets will be needed for these changes to take effect and enable us to deliver on our medium-term guidance.

Encouragingly, inflation started to trend lower in key markets such as South Africa, Ghana and Uganda.

Forex availability and paucity particularly in Nigeria, has had an adverse impact on the cost of capex.

MTN Nigeria is focused on margin recovery and improving its financial position following the recent devaluation of the naira. Engagements with regulatory authorities on much-needed tariff increases for the industry remain ongoing and a priority, and there is comprehensive work in progress to reduce and mitigate the foreign exchange exposures impacting tower operating costs particularly. A key priority for the year ahead will be to strengthen the MTN Nigeria margins and balance sheet resilience, including resolving for the longer term the negative equity position as at end of FY 2023.

In South Africa, we are monitoring the proposed amendments to the Electronic Communications Act in relation to spectrum, roaming, MVNOs, rapid deployment of infrastructure, facilities access and competition assessments. We are also monitoring developments regarding the next round of spectrum auctions. NIN-SIM registration regulations in the market in Nigeria and Ghana present ST headwind to subscriber base development, however will result in a more robust subscriber registration framework in the MT and LT

The geopolitical environment continues to be relatively uncertain, both at a global level and in some of the regions we operate in. General elections in six of our key markets and globally present some uncertainty regarding the policy outlook and implementation. MTN Sudan continues to trade in a particularly challenging context, given the ongoing conflict in the country. The ongoing efforts in our localisation programmes – particularly Ghana and Uganda – is key to our agenda to create shared value in our markets as well as our broader asset realisation programme. In 2024, we will continue the work to meet our localisation targets in key markets.

Medium-term guidance framework

Confirming our medium-term guidance

Key performance indicators (KPIs)	Target
Service revenue growth	**Group:** at least mid-teens growth
	South Africa: mid single-digit growth
	Nigeria: at least 20% growth
	Fintech: high – 20% to low – 30%
Holdco leverage	≤1.5x, faster non-rand deleveraging
Asset realisation	>R25bn
Adjusted ROE	Improvement towards 25%

While some short-term uncertainties remain, we see attractive medium and long-term prospects for our business, and we remain focused on the execution of our strategy to deliver on our medium-term targets. We provide outlook information throughout this report, particularly in:

Material matters impacting value creation

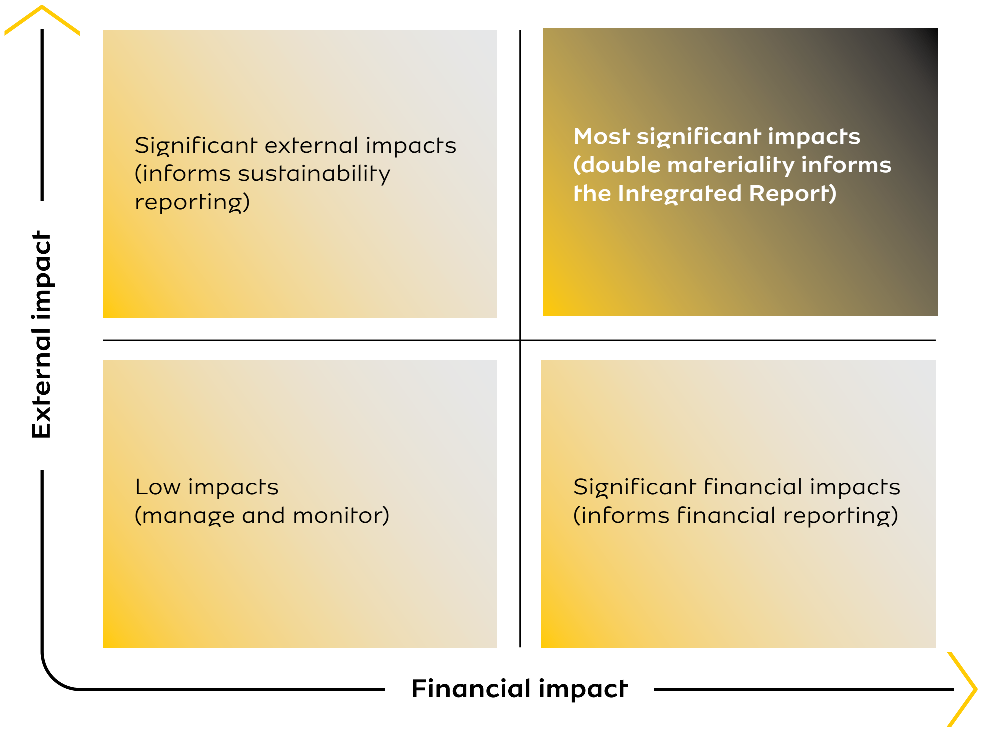
Our approach to materiality

MTN's operations impact the environment and society ('inside-out'). In turn, the environment and society affect the Group and our performance ('outside-in'). These impacts may be positive or negative and vary with time. Our approach to 'double materiality' is to disclose the material 'outside-in' impacts in the Integrated Report and the 'inside-out' impacts in the Sustainability Report.

Our materiality determination process, led by Investor Relations, is subject to Executive Committee and Board review. It identifies our key material matters and the collective themes under which they fall. In the course of this comprehensive process, we evaluated more than 150 individual matters potential impacting our business. Given the dynamic environment in which we operate, our top material matters can change.

Double materiality determination process

To identify material matters for inclusion in our annual reporting suite, each year we run an independently facilitated materiality survey. Informed by the survey data, members of our executive and senior management teams participate in a multi-disciplinary workshop to discuss and prioritise our material issues. Through this process, we identify all those matters that have a significant bearing on enterprise value (financial materiality), as well as our most significant impacts on people, society and the environment (impact materiality).



Our materiality determination process is as follows:

Identification

Identify potentially relevant material topics for consideration.
Extensive research to identify a wide range of material topics, considering:
- Global and industry-specific sustainability matters identified by SASB, GSMA, GRI and the JSE.
- Matters identified in our 2022 reporting suite.
- Matters raised by stakeholders via Reputation Index Survey.
- Internal documentation, including board packs and risk registers.
- Matters disclosed in peers' reporting.
- Emerging matters identified in the media.

Impact evaluation

Evaluate the extent to which good or bad management affects internal and external outcomes.
Internal stakeholders assess and score each potential material topic using a multifaceted ranking system that evaluates impacts from internal and external perspectives. Factors considered include:
- Financial performance.
- Regulatory compliance.
- Stakeholder expectations.
- Innovation, growth and competitiveness.
- Scale, scope and character of external impacts.

The resulting data is aggregated to ascertain which topics have the most significant financial and external impact ratings.

Prioritisation

Prioritise matters based on the likelihood of occurrence and magnitude of impact.
At a special workshop, senior representatives of all key departments discuss and agree on the final rankings of material matters.

The final scores are submitted to the GCEO, GCFO, Exco and Board for review.

The outcome of this process guides the content of our integrated, sustainability and financial reporting.

Strategic integration

Ensure alignment and integration with strategic priorities.
We respond to our material matters by putting in place:
- Appropriate management actions to capitalise on factors that offer opportunity for greater value creation.
- Interventions to mitigate those matters with potential to disrupt value creation.

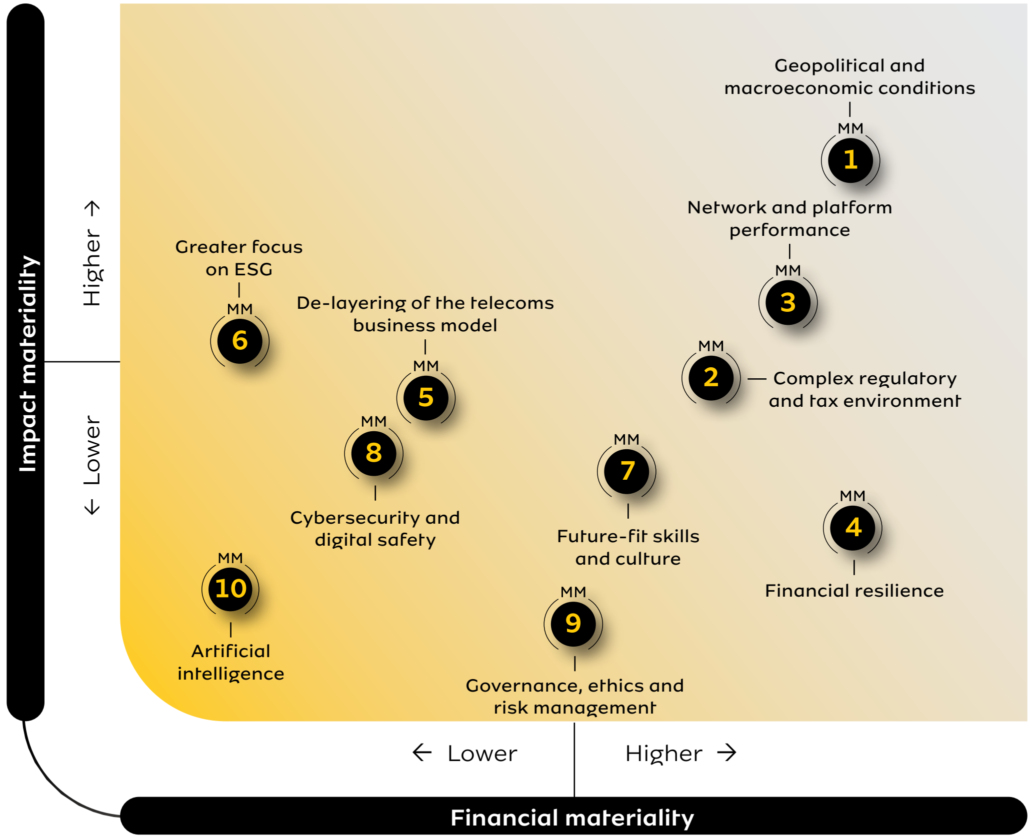
Material matters impacting value creation continued

Here we provide a summary of the material matters identified in 2023. We plot each matter on a graph that takes into account both 'impact materiality' and 'financial materiality'.

MTN views all material matters as important both to the company and all its material stakeholders: the numbers do not reflect relative priority.

In the pages that follow, we detail the material matters, unpacking the implications for value, strategic response, outlook and opportunity for each.

We also show links to the UN SDGs, relevant capitals, our strategic priorities and associated risks.



Material matters

	MM 1	MM 2	MM 3	MM 4	MM 5	MM 6	MM 7	MM 8	MM 9	MM 10
2023	Geopolitical and macroeconomic conditions	Complex regulatory and tax environment	Network and platform performance	Financial resilience	De-layering of the telecoms business model	Greater focus on ESG	Future-fit skills and culture	Cybersecurity and digital safety	Governance, ethics and risk management	Artificial intelligence
2022	1	2	3	6	8	4	7	5	–	–

Material matters impacting value creation continued

MM 1

Geopolitical and macroeconomic conditions

MTN operates in a diverse environment focused on pan-Africa and a presence in the Middle East. The markets vary widely in terms of political stability and economic developments, which impact on our business operations and financial performance.

The global geopolitical landscape is distinguished by fraught international relations, including conflicts in Ukraine, Sudan, parts of West Africa, and the Middle East.

The short-term challenges have intensified due to rising macroeconomic volatility on a global and regional level: high rates of inflation, sluggish economic growth, and currency fluctuations. The tightening of monetary policy has dampened economic activity.

Furthermore, our capacity to provide essential communication services to our customers has been hampered in markets plagued by social instability.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Financial, Intellectual, Human, Social

Related risks

R 1, R 5, R 6, R 7

Implications for value creation

- Investor confidence (including the value they ascribe to MTN) and business performance (revenue, costs, profit and cash flow generation) are impacted by macroeconomic instability.
- Increased interest rates and inflation put pressure on funding, input costs, and consumer spending.
- In certain markets, unpredictability in political conflicts and policies can cause disruptions to our business and our capacity to add value for our stakeholders.
- Foreign exchange availability and volatility impact capex, operating expenditure (opex), and the capacity to upstream cash from Opcos.
- Higher interest rates and capital market volatility influence valuations and our capacity to carry out strategic initiatives, such as portfolio transformation and our asset realisation programme (ARP).
- Increased social unrest and sanctions laws affect MTN's capacity to conduct business in certain areas, (including our ability to pay taxes) as well as our risk profile and investors' assessment of our enterprise value.

Strategic response

- Support our subscribers through work to enhance our customer value management (CVM) and streamline offerings to drive engagement and optimise pricing.
- Diversify the currencies in which we transact when procuring IT and network equipment.
- Focus on negotiating agreements with towerco partners that will enable us to mitigate against inflation and foreign exchange fluctuations.
- Deliver cost savings and protect cash flow generation through our EEP.
- Further reduce leverage, particularly our exposure to US currency debt, and manage our debt profile supported by ARP and well-executed portfolio transformation.
- Implement our comprehensive stakeholder relations plan which is premised on being proactive, inclusive and principles-driven.
- ARP and porfolio transformation reduce debt, simplify our portfolio, reduce risk and improve returns.

Build the largest and most valuable platforms | Drive industry-leading connectivity operations | Create shared value | Accelerate portfolio transformation

Outlook

- Establish and maintain positive and collaborative relationships with regulators ST, MT, LT.
- Provide resources to assist nation states in implementing regulation requirements (e.g. SIM registration) MT, LT.
- Fulfil localisation commitments in line with local regulations and our priority to create shared value ST, MT.
- Participate and actively engage governments and regulators on developments affecting the industry across markets MT, LT.

Opportunities

- Focused execution of ***Ambition 2025***, disciplined capital allocation, and our comprehensive risk management framework are key to our ability to traverse these challenges.
- Financial resilience enabling us to weather the short-term and capture medium-term and long-term growth opportunities
- Structurally higher demand for data and fintech services in our markets.
- Sustained investment into new network technologies and rural broadband coverage to sustain the scale and competitive edge in our markets.
- Innovative and differentiated offerings to serve all customer segments.
- Young, rapidly expanding population presents an exciting demographic potential, alongside relatively low adoption of data, fintech, and digital services.

Material matters impacting value creation continued

MM 2 Complex regulatory and tax environment

Our industry and the markets in which we operate have complicated and constantly evolving regulatory environments with increasing compliance requirements. Further, governments battling with macroeconomic challenges are likely to consider financing the fiscus through increased taxation.

Growth, profitability and our ability to serve our customers are impacted by the imposition of stricter regulations and compliance requirements.

With the support of our extensive regulatory and stakeholder management policies, we continue to engage with our nation state stakeholders.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Natural, Financial, Intellectual, Social

Related risks

R1, R2, R4, R5, R9, R10

Implications for value

- The customer experience may be impacted by a compliance burden, but when laws and regulations are implemented properly, they offer greater protection for consumers.
- Changes in regulatory and legislative obligations increase compliance requirements and can impact our overall growth, revenue and profitability.
- Tax regulations and directives can have material impacts on our cash flow and balance sheet, which in turn have implications for MTN's enterprise value.
- Well-structured tax policies encourage responsible corporate behaviour which supports the sustainability of the industry.

Strategic response

- Establish and maintain positive and collaborative relationships with regulators in line with our stakeholder relations approach.
- Provide resources to assist nation states in implementing regulation requirements (e.g. SIM registration).
- Fulfil localisations in line with local regulations and our strategic priority to create shared value.
- Participate and actively engage governments and regulators on developments affecting the industry across our markets.

Create shared value | Accelerate portfolio transformation

Outlook

- Continue to comply with ongoing regulatory directives ST, MT, LT.
- Execute on further localisations, subject to conducive market conditions MT, LT.

Opportunities

- Entrench MTN as the partner of choice for socioeconomic development and building sustainable regulatory frameworks in our nation states.
- Deepen the capital markets in the countries in which we operate and support their economic development.

Material matters impacting value creation continued

MM 3 Network and platform performance

Our world-class networks and platforms serve as the foundation for our competitive advantage and capacity to generate value. They are essential to our strategic priorities to build the largest and most valuable platforms and drive industry-leading connectivity operations.

Persistent power outages, or loadshedding, in South Africa continue to impact network availability. In many of our markets, the rising cost of energy has an effect on the running costs of our networks.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Natural, Financial, Intellectual, Manufactured, Social

Related risks

R1, R2, R3, R5, R6, R8, R9, R10

Implications for value

- Network expenses are impacted by increased energy prices, inflation and forex volatility, and the implementation of the network resilience plan in South Africa, which has an effect on cash flows and earnings.
- Expanding rural broadband coverage is a key component of our *Ambition 2025* strategy, requiring investment in network coverage and capacity.
- Poor network availability affects the quality of our service across key verticals. This has financial and reputational implications.
- Careful consideration is given to how network investments may affect our goal of managing our carbon impact and reaching Net Zero emissions by 2040.
- Network sharing enhances revenue and profits while also bolstering the sector's long-term viability.

Strategic response

- Significant investment into our network guided by our capital allocation framework, with a capex intensity target of 15-18% over the medium term.
- Engage with towerco partners to cushion the business from inflationary and foreign currency volatility pressures impacting network expenditure.
- Disciplined approach to capital allocation and strong balance sheet to enable us to invest in the resilience and capacity of our networks and platforms.
- Structural separation of fintech business and engagement with strategic partners to accelerate digital inclusion and growth.

Build the largest and most valuable platforms | Drive industry-leading connectivity operations | Create shared value

Outlook

- Continue to invest in the network to expand broadband population coverage towards our 95% target for the Group ST.
- Leverage hyperscaler strategic partnerships to accelerate scaling of our other platforms ST, MT.
- Committed to a 47% reduction in scope 1, 2 and 3 emissions by 2030 and reaching Net Zero emissions by 2040 LT.
- Accelerate MoMo Payment Services Bank (PSB) in Nigeria to support overall fintech growth ST, MT.
- Complete fintech separation and sign further agreements with strategic partners ST, MT.
- Complete the comprehensive network resilience plan in South Africa ST.

Opportunities

- Leverage balance sheet strength to solidify leading network and platform position.
- Leverage our brand, scale, network, application programming interface (API) layer and data lake to grow our platforms.
- Continued investment in rural broadband coverage and new network technologies to maintain the scale and leadership advantage in our markets.
- Explore long-term sustainable solutions centred around alternative energy to support emission reductions.

Material matters impacting value creation continued

MM 4

Financial resilience

Our financial resilience initiatives include reducing our exposure to hard currency debt and accelerating the deleveraging of our Holdco balance sheet.

In the current difficult macroeconomic climate, a robust balance sheet is essential for acting as a shock absorber and gives us the freedom to pursue our ***Ambition 2025*** strategic priorities, which are aimed at accelerating growth and creating shared value. Our capacity to sustainably grow revenue and generate cash underpins our capacity to make investments.

Our disciplined approach to capital allocation directs the deployment of our capital spending, ensuring that we balance investments in our infrastructure with growing our platforms.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Financial, Intellectual

Related risks

R1, R2, R4, R5, R7, R8, R9, R10

Implications for value

- A stronger balance sheet provides flexibility, enabling us to deliver on our strategic priorities.
- Cash upstreaming affects our ability to deleverage the Holdco balance sheet faster and increase dividend payments to shareholders.
- Volatility and availability of foreign exchange impacts opex, capex and the ability to upstream cash from Opcos.
- Macroeconomic volatility impacts consumers, business performance (revenue, costs, profit, cash flow generation) and investor confidence.
- Elevated inflation and interest rates put pressure on consumer spending, input costs and funding.
- Volatility in capital markets and higher interest rates impact valuations and the ability to execute on strategic initiatives, including our ARP and portfolio transformation.

Strategic response

- Focused execution of our EEP in order to contain the impacts of high inflation on our business.
- Prioritise and expedite capex in accordance with our capital allocation framework to support growth and mitigate supply chain and foreign exchange risk.
- Manage debt profile and reduce US dollar exposure, in line with our medium-term target of reducing foreign currency denominated debt to below 40%, through liability management opportunities and innovative ARP and portfolio transformation execution.

Build the largest and most valuable platforms | Drive industry-leading connectivity operations | Accelerate portfolio transformation

Outlook

- Maintain capex envelope and deliver on the ARP ST.
- Reduce non-rand debt faster through liability management ST, MT.
- Sustain EEP to reduce costs and support cash flows ST, MT.
- Invest capex in the coverage, capacity and resilience of our networks, as well as drive the growth of our platforms over the medium term MT, LT.

Opportunities

- Deliver on our medium-term guidance.
- Pursue our growth ambitions, leveraging greater balance sheet flexibility.
- Explore potential and options to return more cash to shareholders in line with our capital allocation framework.

Material matters impacting value creation continued

MM 5

De-layering of the telecoms business model

To generate more value and attract capital, telecom companies are adopting a de-layering strategy. This approach promotes efficiency and high-quality service by enabling each 'de-layered' entity to flourish in its specialised field.

Our platform approach allows us to stimulate innovation and unlock value while enabling economies of scale.

Regulations, a major area of the business's focus, will determine how quickly and how far this evolution proceeds.

Relevant SDGs

9 Industry, innovation and infrastructure; 10 Reduced inequalities

Relevant capitals

Financial, Intellectual, Human, Manufactured

Related risks

R1, R2, R3, R5, R6, R9

Implications for value

- MTN and our stakeholders will benefit from the value unlock following the successful de-layering of the telecom business model.
- The telecoms business model's de-layering supports the acceleration of the financial and digital inclusion agenda.
- Successful implementation improves our risk profile and investors' assessment of our enterprise value.

Strategic response

- The structural separation of the fintech business from the mobile business is largely complete.
- In February 2024, MTN and Mastercard signed definitive agreements for a minority investment by Mastercard of up to US$200 million into MTN Group fintech, valuing the entity at US$5.2 billion.
- The structural separation of our fibre business is underway, with completion anticipated in 2024.

Build the largest and most valuable platforms

Accelerate portfolio transformation

Outlook

- Complete fintech separation and sign further agreements with strategic partners ST.
- Finalise separation of our fibre assets during 2024 ST.
- Leverage Bayobab pan-African connectivity partnership with Microsoft to provide access to large-scale infrastructure services ST, MT.

Opportunities

- Drive faster digital and financial inclusion.
- The separation of our fintech business and fibre assets, with opportunity to leverage key strategic partnerships, can accelerate the scaling and growth of these businesses.
- Enable MTN to benefit from pan-African economies of scale, fostering innovation and unlocking value.
- Enter partnerships with sector-specific specialists and leverage our leading African brand to accelerate growth.

Material matters impacting value creation continued

MM 6 Greater focus on ESG

The ESG frameworks of companies are crucial to sustainable investing as they enable the investment community to assess a company's compatibility with their values and determine the value of the business.

Effective ESG initiatives give companies a competitive advantage that enables them to attract investors, increase customer loyalty, keep employees engaged and enhance earnings. ESG is becoming a more widely accepted business concept that affects corporate strategy and investment returns. This is in addition to the increased uniformity of worldwide ESG standards.

Relevant SDGs

4, 5, 8, 9, 10, 13, 16, 17

Relevant capitals

Natural, Financial, Intellectual, Human, Manufactured, Social

Related risks

R2, R3, R4, R5, R8, R9, R10

Implications for value

- The long-term sustainability of our business, our strategic intent of leading digital solutions for Africa's progress, and our focus on creating shared value for our stakeholders are linked to our ability to implement and report on our ESG programmes.
- MTN's reputation and success is increasingly linked to our ESG performance, including adherence to governance standards.

Strategic response

- ESG is at the core of our ***Ambition 2025*** strategy and drives our business decisions and culture.
- Our dedication to enhancing our ESG performance has improved our standing with stakeholders and consistently raised our score with raters and rankers.
- We have a well-developed and effective sustainability framework with robust ESG policies, processes and disclosures, which we implement at Group level and adapt locally to Opcos.

Create shared value | Accelerate portfolio transformation

Outlook

- Engage with towerco and other network partners to overcome challenges in reducing emissions MT, LT.
- Achieve gender equality and pay parity at MTN ST, MT.
- Entrench a culture of ethics, in line with the King IV Report on Corporate Governance™ for South Africa, 2016 (King IV™) ST, MT.
- Remain committed to protecting the rights of all our customers ST, MT, LT.
- Continue to demonstrate value creation while maintaining our ethics and compliance standards ST, MT, LT.
- Pursue further localisation across our markets MT.

Opportunities

- Further improvements in scores from key ESG raters and rankers, increasing our exposure to a wider investor base.
- Increase our overall contribution to the SDGs through our support for a more diverse and inclusive society; decent work and economic growth; industry, innovation and infrastructure; reduced inequalities; climate action; and Africa's progress to name but a few.

Material matters impacting value creation continued

MM 7

Future-fit skills and culture

Our people are key to driving the execution of ***Ambition 2025***.

Digitalisation has accelerated the demand for digital skills, which we need to deliver on our purpose and which we need to help develop across our markets so that more people can enjoy the benefits of a modern connected life.

Relevant SDGs

4 Quality education, 5 Gender equality, 8 Decent work and economic growth, 9 Industry, innovation and infrastructure, 10 Reduced inequalities

Relevant capitals

Intellectual, Human, Social

Related risks

R 5, R 8, R 10

Implications for value

- Our people agenda is focused on creating an ecosystem that is critical for the delivery of ***Ambition 2025***.
- A widening skills gap has implications for digital and social inequalities.
- The value of employee engagement is evidenced in higher productivity and improved performance.
- Businesses that prioritise a diverse and fair pay culture benefit by creating a culture that is resilient and effective.

Strategic response

- Future-proofing talent pipelines across the connectivity and platform value chain.
- The total female representation is 40%, just below our 2025 target of 41%.
- Enable and foster a culture of learning in order to establish a workforce that is agile and adaptable.
- Identified directors with the skills to support the delivery of our strategy.
- We launched the MTN Skills Academy in eight markets, advancing our efforts to address the digital and financial skills barrier.

Build the largest and most valuable platforms | Drive industry-leading connectivity operations | Create shared value | Accelerate portfolio transformation

Outlook

- Continue to evolve our focused programmes data science, fintech, digital product management, emerging tech, AI and machine learning ST, MT.
- Continue to prioritise work to accelerate digital literacy, skills and expand our skills academy ST, MT.

Opportunities

- Unlock socioeconomic development by utilising technology to empower individuals across our markets — especially women and young people — and promote social inclusion for everyone.
- Reposition our skills base for the future of the business, ensuring we are able to support the platform and connectivity businesses.
- Drive digital skills for digital jobs to reach one million people by 2025.

Material matters impacting value creation continued

MM 8

Cybersecurity and digital safety

Cyber-attacks are escalating globally with increased third-party incidents and breaches and more sophisticated ransomware. There is also going concern about child rights violations, particularly online sexual abuse and bullying. Organisations must continuously assess the evolving security threat landscape and enhance their security and other mitigations.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Intellectual, Manufactured, Social

Related risks

R2, R3, R5, R6, R8, R10

Implications for value

- A cyber-attack aimed at MTN could lead to service interruption and the infringement of the personal and confidential data of our people, partners, customers and suppliers. This could lead to significant business interruption and an associated financial impact, as well as expose MTN to increased regulatory scrutiny and reputational damage.

Strategic response

- Enhanced our overall security capabilities, as well as those in our supply chain and in our platform businesses, particularly those which are being structurally separated.
- Continued to focus on enhancing capability of our security resilience roadmap to address the threat of ransomware.
- Continued to carry out simulations of Opco information security crises.
- Collaborated with organisations like the Internet Watch Foundation and educated children, parents, teachers and caregivers on responisble digital technology use through a comprehensive child online protection programme.

Build the largest and most valuable platforms | Drive industry-leading connectivity operations | Create shared value | Accelerate portfolio transformation

Outlook

- Increasingly sophisticated cyber-attacks across the globe, including ransomware and threats of data privacy breaches ST, MT, LT.
- Continued security assessments of MTN systems to identify vulnerabilities requiring remediation ST, MT.
- Continued to evolve our solutions for child online protection ST, MT.

Opportunities

- Deployment and optimisation of integrated and scalable security capabilities to drive a mature security posture.

Material matters impacting value creation continued

MM 9 Governance, ethics and risk management

World-class governance structures, practices and policies ensure the efficient, ethical and effective functioning of organisations. In a dynamic environment, multinationals like MTN need to be agile, responding to changes in operating circumstances – including regulation. They need to be transparent and ensure a consistent approach across multiple jurisdictions.

Relevant SDGs

8 Decent work and economic growth; 16 Peace, justice and strong institutions

Relevant capitals

Financial, Intellectual, Human, Social

Related risks

R 1, R 2, R 3, R 4, R 5, R 6, R 7, R 8, R 9, R 10

Implications for value

- A well-governed organisation that has clear governance structures, practices and policies is likely to be a more successful and sustainable one, where the relationship with stakeholders is based on trust, and people, partners, suppliers and customers feel safe. Effective risk management is necessary to ensure operational integrity and sustainability. Conversely, failures in governance ethics and risk management could damage a company's operational and financial performance, reputation and licence to operate and put its people and customers at risk.

Strategic response

- Continued to evolve our governance framework and focus at the Group and subsidiaries, safeguarding ethical and effective control, clarity of decision making and ensuring a sound tone from the top.
- Oversaw the commencement of the evaluation of the Board by an independent consultant.
- Worked to ensure ever-greater accountability, transparency, efficiency and compliance, as well as continual improvements in risk mitigation, reporting and staff retention.
- Continued to weave governance into the fabric of how we operate.
- Made extensive progress in enhancing our risk management, including putting in place new risk resources and structures at Group Fintech; embedding key risk indicators (KRIs) in all Opcos; and modifying the enterprise risk management (ERM) maturity model.
- Completed our ethics management programme in 2023, including development and rollout of a comprehensive ethics management toolkit of the scope and strategy of ethical practices at MTN.

Build the largest and most valuable platforms | Drive industry-leading connectivity operations | Create shared value | Accelerate portfolio transformation

Outlook

- Continue to monitor the governance landscape and be responsive to it, continually setting and aligning to best practices MT, LT.
- Revise Group ERM policy and methodology to reflect best practice and operational needs, including updating the risk appetite and preference framework and reviewing risk categories and tolerance levels ST, MT.
- Continue to review and updated key ethics-related policies ST, MT.

Opportunities

- Remain at the forefront of ethical and effective corporate governance and risk management across our multiple markets and jurisdictions and, in so doing, continue to boost MTN's reputation and trust with all stakeholders, and ensure the delivery of our strategy.

Material matters impacting value creation continued

MM 10 Artificial intelligence (AI)

AI, Generative AI (Gen AI) in particular, has emerged as a key technology with the potential to significantly reshape the nature of business operations and customer value delivery across several parts of the telecoms value chain.

Relevant SDGs

8 Decent work and economic growth; 9 Industry, innovation and infrastructure

Relevant capitals

Intellectual; Manufactured

Related risks

R3, R5, R8, R10

Implications for value

- AI is seen to be value-enhancing for MTN given its potential to drive innovation and efficiency. However, we are also cognisant of the growing focus on the risks associated with AI implementation, including ethical implications and societal impact.

Strategic response

- MTN Group is taking a disciplined approach to investing in building capabilities, governance, partnerships and early proof points of value across all AI domains (diagnostic, predictive and prescriptive) with special focus on Gen AI.
- We recently unveiled our customer service AI-based chatbot in MTN Nigeria, MTN Zigi, with an OpenAI-powered capability. Similarly, we released an AI-powered assistant designed to streamline our employees experience in South Africa (MTN SiYa) in December 2023.
- We continue to refine our AI solutions while monitoring global developments in this space and exploring additional use cases to deliver impact across CVM, network operations, operational efficiency, among others.
- To mitigate potential risks, we are guided by our Group-wide AI policy and practices.

Build the largest and most valuable platforms | Drive industry-leading connectivity operations | Create shared value | Accelerate portfolio transformation

Outlook

- Continue to refine the Zigi and SiYa solutions (AI powered assistance) while monitoring global developments in this space and exploring additional use cases to deliver impact across revenue generation, operational efficiency and cybersecurity, among others ST, MT.

Opportunities

- We recognise the need to harness the power of digital technologies responsibly, ensuring that our actions contribute positively to environmental sustainability and social progress. Our Group-wide AI policy and practices will continue to evolve to reflect best practices across risk management strategies, ethical guidelines, data privacy and governance, and security by design.

Social, Ethics and Sustainability Committee Chair's review

"MTN sustained our efforts to harness the power of digital technologies responsibly, striving to ensure that our actions contribute positively towards social progress, environmental sustainability and sound corporate governance within the evolving complexities of sustainability and geopolitics in the modern world."

Key features of 2023

- Made significant progress against ESG KPI Index. Achieved improved Sustainalytics score of 22.2 and Carbon Disclosure Project score of B (previously C).
- Advanced work to achieve Net Zero emissions by 2040, reporting a 13.1% absolute reduction in Scope 1 and 2 emissions, which exceeded our 2023 target of 7.5% (excluding MTN South Africa).
- Remained committed to diversity and inclusion: women represented 40% of our workforce, nearing our 2030 target of 50%.
- Extended financial inclusion, achieving broadband coverage to 89.2%, closer to our 2025 target of 95%.
- Continued to create and protect value for our stakeholders, achieving 79.5% Reputation Index Survey score.
- Spent more than R220 million in CSI across host nations; advanced our digital skills for digital jobs efforts, launching the MTN Skills Academy in eight markets.
- Maintained for the third year running a Level 1 B-BBEE rating for MTN Group and MTN South Africa, the latter launching a special programme to increase procurement spend with local suppliers.
- Continued to embed ethical culture, having achieved 79 on the Ethisphere Group Ethical Culture Quotient^ score, compared to Global Benchmark Quotient of 85.
- Recommended for Board approval a refresh of MTN's values, which specifically included 'Act with Inclusion', empowering everyone and underscoring the power of diversity.

^World's Most Ethical Companies assessment process.

For more details of the committee's work during the year, see the SR

Key focus areas for 2024

- Maintain a deliberate focus on addressing Scope 1, 2 and 3 emissions, while actively monitoring portfolio shifts as part our Net Zero efforts.
- Continue to advance our gender-equality agenda by accelerating the hiring of women and ensuring representation across various leadership and specialisation categories.
- Expand our partnership base and business models to accelerate our broadband coverage efforts.
- Replicate and scale our digital skills for digital jobs agenda through our MTN Skills Academy and broader information and communication technologies (ICT) ecosystem-based approach.
- Retain Level 1 B-BBEE status and expand on our enterprise and supplier development programme.
- Persist in our efforts to address matters that are material to our stakeholders.
- Continue incremental reputation improvements by addressing stakeholder needs.
- Entrench and enhance ethical culture efforts and ensure closer alignment between ethics and risk.

Chairman
Nkululeko Sowazi

Members	Meetings
Nkululeko Sowazi	4/4
Khotso Mokhele	4/4
Nicky Newton-King	4/4
Stan Miller	4/4
Lamido Sanusi	4/4

All members are independent non-executive directors.

By invitation: Group President and CEO, Group Chief Sustainability and Corporate Affairs Officer, Group Chief Human Resources Officer, Group Chief Risk Officer and Group Chief Legal and Regulatory Officer.

Mandate:
The committee performs an oversight and monitoring role to ensure that MTN's business is conducted in an ethical and properly governed manner. The committee assists the Board with creating shared value for stakeholders in a sustainable manner through responsible ESG practices and solutions across MTN's operating markets.

Stakeholders with whom we partner to create value

MTN's strategic intent is leading digital solutions for Africa's progress. In pursuit of this, we recognise the critical role of all our stakeholders. Our commitment to effective stakeholder management empowers us to navigate challenges, seize opportunities, and foster a sustainable business model that benefits not only MTN but also our broader stakeholder community. On page 15, we unpack the context in which we operate.

As a responsible corporate citizen, MTN acknowledges our role in society. We operate as a juristic entity with rights, but equally important, we bear responsibilities and obligations toward the communities we serve.

Our deliberate efforts extend beyond shareholders and commercially incentivised stakeholders. Through structured engagement, research and analysis, we assess the impact of our business activities on sustainable socioeconomic development within each country.

In line with this commitment, we revamped our Group stakeholder and reputation management framework in 2023. This comprehensive framework includes our stakeholder and reputation management strategy, stakeholder management policy, and a practical playbook for implementation across our footprint. As part of this process, we engaged with all stakeholder categories across our markets, and beyond, with a view to:

Key objectives

Drive MTN's reputation by managing the gap between stakeholder expectations and company performance.

+

Invest in healthy and long-term relationships with priority stakeholders to build stakeholder trust – the foundation of strong relationships.

+

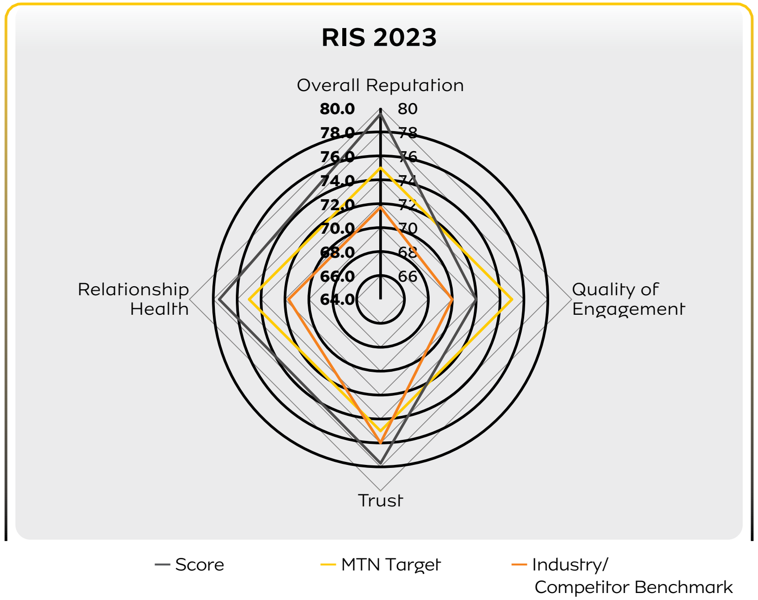
Focus on the quality of our engagement, including our responsiveness to stakeholder issues and concerns.

=

What we did in 2023

We assess how well we are doing on each of the above areas through several research interventions, including the Reputation Index Survey (RIS), which surveyed over 5 300 stakeholders across 14 markets.

The 2023 RIS showed a consistent three-year average of 80% in overall reputation, exceeding our corporate targets and outperforming industry / competitor benchmarks. This sentiment is confirmed by a participant in the MTN Media Dipstick Audit Report of February 2024 wherein the participant comments: "I think MTN does a pretty good job". This is also confirmed by the Quarter 4 MTN Group Brand Health Trust Survey which sees our customers ranking MTN as "Number 1 in key markets including SA and Nigeria" which has also shown year-on-year growth.



Stakeholders with whom we partner to create value continued

The results from the MTN RIS feed into organisational KPIs signed off by the Board, and feature in Board reporting and reporting to stakeholders. Therefore the four percentage point (pp) year-on-year decline in the Quality of Engagement indicators from 76 to 72% is our major concern as stakeholders have raised concerns, particularly related to control mutuality and perceptions that we do not overtly display long-term commitments in some of our markets. Although the 72 score is above the general acceptable moderate to good score of 65 – 70, it is below the corporate target of 75, therefore the next edition of stakeholder engagements plans and our refined stakeholder management strategy will pay greater attention to balancing relations as well as predictable commitments, particularly in the corporate social responsibility space.

"So far we are doing very well in the relationship we have established with MTN. I do, however, have a feeling that more engagements and consultations need to be embraced towards taking the final decision about programmes at hand. Straight talk breaks no friendships. Thank you." – Government stakeholder, Eswatini

Nonetheless, stakeholders expressed a steady year-on-year and above target 77.7 in the levels of trust in the MTN brand. This is slightly above the 76 for technology companies according to the 2024 edition of the Edelman Trust Barometer. It is significantly higher than the 68 ascribed to telecommunications companies, thus sealing our position as an innovative technology company.

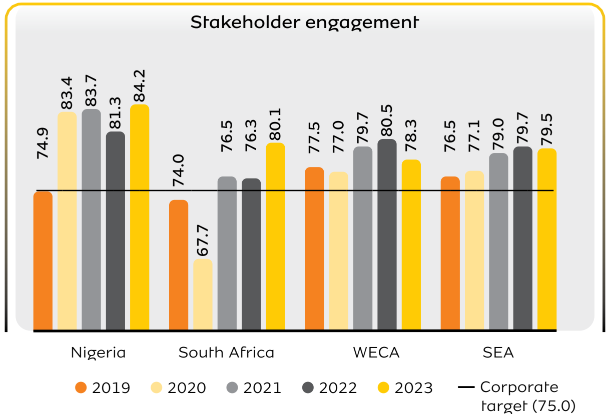
The high level of trust in the MTN brand is also confirmed by the MTN Brand Health Trust Survey, which has seen the efforts to grow trust resulting in positive uplift with people trusting MTN over competitor brands. The survey sees MTN improving its association score relative to competitors in 10 of 15 markets. Consequently, our brand has either extended its lead over its main competitor or narrowed the gap.

"MTN is a very innovative company. I love the outlook of the app." – Ghana customer.

Stakeholders also expressed confidence in their relationship health with an above-target score of 77.5, which is also above the in general relationship health of between 65 and 70 which is deemed as adequate to good. Although we have significant reserves of relationship capital, we have lost ground with suppliers, the investment community, regulators and policymakers and civil society. Thus, going forward, engagement strategies will pay particular attention to these categories of stakeholders with an added emphasis on some markets. Additionally, we shall pay particular attention to stakeholder perceptions of how well we perform on material issues that they have identified as being the most important to them.

"Achieving revenue growth while managing costs remains critically important. Telcos are capital intensive and therefore it is important to balance capex against operating cash flow. Ideally we want to see further de-risking of the balance sheet and paydown of dollar debt. Continued rationalisation of the portfolio and monetisation of assets is also key to the Group's value unlock strategy." – An MTN investor.

In taking a tier 1 and regional view, given the impact of geopolitics, economic slowdown, relative instability as well as policy and regulatory ambiguity, it is not surprising that the WECA region registered a marginal reputational decrease. The tier 1 markets (Nigeria and South Africa) both registered a reputational improvement, despite the global and local challenges confronted by the markets. The SEA markets experienced a stable year-on-year reputational score, despite some changes in the national executives and regulators in markets such as Zambia and South Sudan.



Stakeholders with whom we partner to create value continued

Doing for tomorrow, *today* is not something we can do on our own. We rely on the support and collaboration of diverse stakeholders across our markets to create value through delivery of our strategy and the SDGs. The MTN Group reputation and stakeholder management framework is our mechanism to ensure that we are proactive, inclusive and principles-driven in how we relate with our stakeholders.

Doing builds strong relationships

The objectives of our stakeholder engagement inform the KPIs which we use to evaluate the impact of our efforts. They help us assess whether we are complying with the MTN Group stakeholder management policy and making progress in delivering on ***Ambition 2025***.

To measure our performance, we rely on stakeholder feedback in our everyday engagements, as well as on our Reputation Index Survey – which directly surveys stakeholders and incorporates this information with data collected through ongoing NPS tracking (for subscribers and customers) and the Sentimeter survey (for MTNers – our employees).

In 2023, this yielded a combined dataset of 5 394 stakeholder contributions (up from 5 290 in 2022) – making this the most well-attended Reputation Index Survey yet. We used the services of a reputable independent survey provider to carry out the research.

Survey results

Overall metrics

The results of the 2023 MTN Reputation Index Survey show that MTN's reputation remained steady for the third year. Here we give performance against the key objectives of our stakeholder engagement:

Key objectives

Key objectives	2023 performance	2022 performance
1) Drive MTN's reputation by managing the gap between stakeholder expectations and MTN's performance.		
Reputation	**79.5%**	79.6%
2) Invest in healthy and long-term relationships with priority stakeholders to build trust – the foundation of strong relationships.		
Relationship health	**77.5%**	78.6%
Trust	**77.7%**	78.3%
3) Focus on the quality of our engagement, including our responsiveness to stakeholder issues and concerns.		
Quality of engagement	**72.2%**	76.2%

Stakeholders with whom we partner to create value continued

Partnering for progress by understanding what matters most to our stakeholders

Our various research interventions, as well as our ongoing stakeholder engagement efforts, help us better understand the material issues that matter most to our stakeholders, and how well we perform in meeting their expectations in these areas:

Rank 2023	Material issue	Performance 2023	Importance Rank 2022	Performance 2022
1	Business performance and financial results	82	2	83
2	Product and customer experience	73	1	75
3	Impact on socioeconomic development	81	3	81
4	Contribution to the mobile and fintech industry	85	5	89
5	Compliance with legislation and regulations	84	6	87

A snapshot of our stakeholders

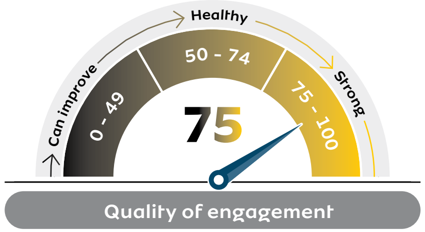
While all stakeholders including suppliers are important to our operations, at the Group we identify six stakeholder groups with the largest potential to impact our ability to create and preserve value at a multinational level:

Stakeholders with whom we partner to create value continued

Government

Why we engage

Provide an enabling environment for value creation.



Assessment used

RIS

Affected SDGs

What matters most to them	How we are doing	Summary of issues	Our response	How we engage
Product and customer experience	75%	Of great concern for government stakeholders is the perceived limited reach and slow speed of the MTN network especially in rural areas in markets such as Nigeria, South Africa and South Sudan. Because MTN is the market leader or second, government stakeholders perceive MTN to be contributing positively in the economies and job creation in host nation's socioeconomic development challenges. However, there is a push for a greater quantum of investments particularly in CSI which is required to be better alignment with national priorities, projects and priority geographic locations. Government stakeholders have the perception that MTN is performing well in their markets, however it is these perceptions that have led to the unintended consequence of the unfounded perceptions that MTN pays far less taxes than it should be paying. Although government stakeholders trust MTN to do what is right, they remain concerned of their perception that MTN does not always do what it says it will do and it has not spent sufficient efforts in co-creating the agenda with government. Government stakeholders also raised concern around customer protection in relation to the fintech business.	MTN is actively pursuing the coverage, reliability and minimisation of network down time through investments to improve the infrastructure. Further local and international partnerships are being mobilised to maximise the socioeconomic impact, to complement the current contributions to host nations in particular as it relates to socioeconomic challenges, growth, development and job creation. MTN is also engaging governments in host nations, which efforts are being complemented by ongoing industry-wide advocacy through the GSMA as it pertains to fairshare contributions and tax. These form part of the common platform of action of the G6, a GSMA convened platform of Africa's leading MNOs. Active engagement with the governments as the fintech business is refined to be more responsive to government concerns.	Undertake regular courtesy calls by leadership across our markets. Participate in numerous public forums. Actively participate and shape the advocacy efforts of the GSMA, so as to get policy and regulatory predictability and harmonisation.
Impact on socioeconomic development	80%			
Business performance and financial results	83%			

Survey Results

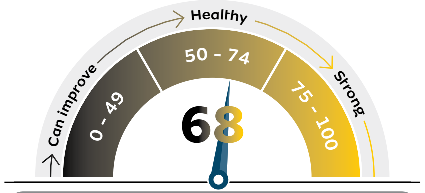
Reputation (how well we meet expectations)	Reputation health	Trust
80%	80%	80%

Stakeholders with whom we partner to create value continued

Regulators and policymakers

Why we engage

Provide an enabling environment for value creation by regulating our industries and awarding licences. These important stakeholders include ministries and public sector departments that have a direct oversight on the ICT sector as well as lawmakers that impact directly on the MTN operating environment.



Quality of engagement

Assessment used

RIS

Affected SDGs

5, 8, 9, 10, 13, 16, 17

What matters most to them	How we are doing	Summary of issues	Our response	How we engage
Business performance and financial results	80%	Similar to government stakeholders, regulators and policymakers are concerned about MTN's quality of engagement and have a moderate perception that MTN could do more in supporting the socioeconomic challenges confronting the host nations. Although MTN is largely seen to be complying with legislation and regulations in host nations, there is a minority perception that MTN could be more responsive and supportive of priority projects and programmes identified by regulators and legislators.	We have refined our stakeholder engagement plans to better align and collaborate with regulators and policymakers, with a view of partnering on priority programmes and projects. Considerations are underway of reconfiguring and realigning the MTN Foundations for impactful models as well as improved governance and accountability. We leverage global and in-country industry associations.	Undertake periodic consultations and courtesy calls across our markets and with continental multilaterals as well as industry platforms. Participate in policy and public forums and industry associations to improve the quality of engagement and to advocate for a transformed sector.
Impact on socioeconomic development	75%			
Compliance with legislation and regulations	79%			

Survey Results

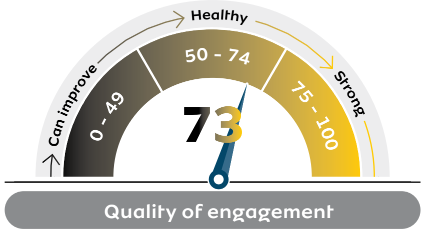
Reputation (how well we meet expectations)	Reputation health	Trust
77%	77%	73%

Stakeholders with whom we partner to create value continued

Civil society

Why we engage

Provides the basis from which MTN's services are generated, workforce skills are acquired and where our business derives its legitimacy.



Assessment used

RIS

Affected SDGs

What matters most to them	How we are doing	Summary of issues	Our response	How we engage
Impact on socioeconomic development	79%	Similar to government, civil society believes that MTN could have better reach especially in rural areas. Although MTN's socioeconomic contributions are acknowledged by civil society stakeholders there is a belief that MTN can and should invest more, as there is a belief that MTN performs very well and makes profits in the markets. Civil society is also concerned that MTN does not co-create programmes or projects with them, with the perception that we come with an already preconceived agenda and programmes. This stakeholder group is also concerned that human rights are upheld.	We are actively addressing the coverage and reliability of our network through investments directed at continuously improving the network. Regionalised consultations with civil society are being periodically convened so as to better align with the expectations of civil society and communities. We respect and promote physical and digital human rights within our organisation and throughout the value chain, contributing to positive social impact.	Undertake periodic consultations and roadshows with civil society and communities. Participate in civil society and community forums and programmes, while also complementing this with *ad hoc* community visits. Website updates on community investments, roadshows and the Y'ello Care Programme.
Product and customer experience	71%			
Business performance and financial results	82%			

Survey Results

Reputation (how well we meet expectations)	Reputation health	Trust
80%	78%	79%

Stakeholders with whom we partner to create value continued

Investment community

Why we engage

Provides debt and equity funding to secure sustainable and attractive total shareholder returns.

Assessment used

RIS

Affected SDGs

What matters most to them	How we are doing	Summary of issues	Our response	How we engage
Business performance and financial results	73%	The financial resilience of the Group and our ability to navigate volatility in our operating environments across our markets is a key area of interest for the investment community. Our ability to execute on *Ambition 2025* targets – with a particular focus on the fintech and fibre businesses – is a key catalyst for our investors. Of concern, with regard to performance, is the perceived risk in some African markets, but investors acknowledge that despite these instabilities we remain resilient.	Consistent and transparent communication on financial performance, initiatives are in place to mitigate against the prevailing global macroeconomic uncertainty and timeously updating the investment community on corporate actions. These actions resulted in MTN receiving a Merit award in the Top 40 category at the 2023 CGISA/JSE Integrated Reporting Awards and maintaining an 'Excellent' rating at the EY Excellence in Integrated Reporting 2023 awards for the second year in a row. Lastly, The 2022 Integrated Report was also recognised by the International Finance Corporation (IFC) as a leading example of good international practices in the field of integrated reporting. MTN was ranked in the top five in the 2023 Intellidex Investor Relations Survey. Capital market days in 2023, hosted by the MTN Group and MTN Nigeria, where we unpacked the progress made on our strategy, detailed our prospects and our plans for the MTN of tomorrow. Our annual governance roadshow gave investors the opportunity to engage with the Group Chairman, lead independent director and social, ethics and sustainability committee Chairman on remuneration, governance, ESG, strategy and risk. Improved and deepened stakeholder intelligence is being undertaken so as to better handle the perceived risks and instabilities in some African markets. Accelerated engagements are planned for our investor community to better align expectations and realities.	Meetings, webcasts, roadshows, conferences. Interim and annual results presentations, quarterly trading updates and capital market days. Annual governance roadshow. SENS announcements, our investor relations mailbox and investor website page. Perception audits and dipstick surveys. Integrated annual report.
Calibre of leadership team	82%			
Compliance with legislation and regulations	84%			

Survey Results

Reputation (how well we meet expectations)	Reputation health	Trust
76%	80%	74%

EY Building a better working world – Excellence in Integrated Reporting 2023

Intellidex Top Investor Relations South Africa 2023

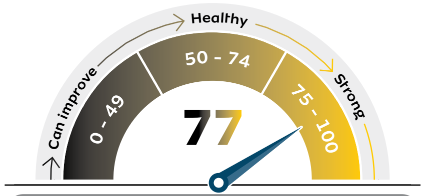
CGISA Integrated Reporting Awards 2023

Stakeholders with whom we partner to create value continued

Subscribers/customers

Why we engage

Purchase competitive and reliable products and services.



Quality of engagement

Assessment used

RIS

Affected SDGs

What matters most to them	How we are doing	Summary of issues	Our response	How we engage
Product and customer Experience	73%	Similar to government, regulators and policymakers and civil society, subscribers and customers have the perception that the reach and quality of the network could be better, scoring the product and customer experience below the corporate target of 75. Subscribers and customers would also like to see a more proactive engagement, visibility and direct communication with them, beyond marketing campaigns. Subscribers and customers highly rate our performance and contributions to society.	We are actively addressing the coverage and reliability of our network through investments directed at continuously improving the network. We are also accelerating direct interface and engagements with our subscribers and customers, updating our systems and applications for greater billing transparency.	On-the-ground engagement by our Y'ello experience agents in communities across our markets. Ongoing interaction via various digital channels and on social media to make it easier for our customers to engage with us. In-market campaigns and trade activities. Increasing use of our pro-customer framework, with the tagline: "We listen. We care. We do."
Business performance and financial results	82%			
Impact on socioeconomic development	80%			

Survey Results

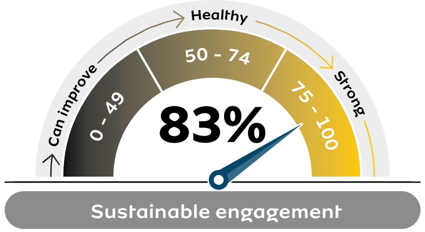
Reputation (how well we meet expectations)	Reputation health	Trust
78%	77%	80%

Stakeholders with whom we partner to create value continued

MTNers

Why we engage

Provide skills required to deliver on our strategy and purpose.



Assessment used

Group Culture Audit (GCA) and Sentimeter

Affected SDGs

What matters most to them	How we are doing	Summary of issues	Our response	How we engage
Impact of leadership, communication, and diversity actions	Employee sustainable engagement score **83%**	Our work around diversity, equity and inclusion (DEI) is never done. DEI continues to inform everything we do and our progress and efforts in championing equality for women and doing better for people with disabilities. Investing in our future talent pipeline, MTN's women in STEM-workforce partners with tertiary institutions to give opportunities for real-life problem solving. Talent development is spread across making sure MTN has the critical capabilities required to deliver on our ambition, future-proofing skills to make our people consistently relevant and mapping career journeys to grow people into our high focus areas. This effort has been underpinned by a change in training platform and course providers to offer the latest in terms of digital learning. In 2023, we launched our refreshed values, dubbed Live ***Y'ello***. Our refreshed values are one of the many ways we continue to embed inclusion as a culture, and hold ourselves accountable for how we show up and act at all times. These refreshed values have been launched across the markets and continue to be woven into the fabric of MTN and its people.	Over the years, we have launched several initiatives to support our DEI agenda. We have made significant strides to engage our people on a journey that is educational, empowering and most of all, creates a sense of inclusion and, belonging. Our commitment is reflected in our targets, performance agreements and by weaving our efforts into the business and its processes. We have targeted measures to attract and grow critical capabilities and encourage our female talent to drive their careers to disciplines in STEM. A strong gender-proportionate succession pipeline remains a priority. Our successors are aided with personalised development programmes and on-the-job exposure for real-life challenges to prepare them theoretically and in practice. We continue the rollout of our refreshed values through training, leadership-led sessions and embedding the values into how MTNers get things done.	We use various methods to communicate with and engage employees globally. Our Group Culture Audit and our Sentimeter pulse survey give employees a voice. Our annual Group Leadership Gathering brings together over 400 senior staff to engage and ignite our future together. This is shared meaningfully across the Group through 'Open Sessions' with leadership and in other interactive formats ranging from communications, campaigns and podcasts. These enable us all to continuously engage on priorities, our position on key issues, and foster a connection to our culture and business. We also promote a culture of appreciation and of learning through an online digital recognition platform and multi-channel learning platform.
Their belief and connection to the goals and objectives of MTN	Leadership **75%**			
Safeguarding their health and wellbeing	Employee NPS^ **52%**			

^ *A composite index of promoters and detractors. Many organisations approach Employee NPS as a singular dimension that only measures 'Place to Work'. We prefer a more comprehensive approach, assessing MTNers' confidence in recommending: MTN as a place to work; their supervisors; and MTN products and services to family and friends.*
Our 'Place to Work' NPS is 47%. The global average benchmark is 39% across industries, 41% in the tech industry and 37% in the finance industry.

Stakeholders with whom we partner to create value continued

CASE STUDY

Partnerships for progress

MTN Group President and CEO with President Kagame, Minister Ingabire and the G6 CEO in Kigali

G6: Partnership with the GSMA in Africa

The third edition of the Mobile World Congress Africa was hosted by the GSMA in October 2023 in Kigali, Rwanda.

It occurred at a time of growing geopolitical polarisation and conflicts on the continent. Although African economies have been challenged by foreign currency availability, inflation and high debt, there was some cautious optimism with the African Development Bank (AfDB) projecting 4.1% growth for 2023/24 against a 2.6% global growth outlook.

From an ICT sector perspective, the Congress noted the lack of digital literacy and access to technology had exacerbated existing disparities in education, healthcare, agriculture and economic development, thus perpetuating poverty and inequality.

Technology and innovation are critical ingredients to help Africa develop. The CEOs of six of Africa's largest MNOs and Smart Africa convened to consider opportunities and challenges for deeper partnerships with African governments to drive digital and financial inclusion.

The CEOs presented a communique to HE Paul Kagame, the President of the Republic of Rwanda, as a champion for AU reforms and Smart Africa. The CEOs called on African leaders and policymakers to partner on digital development with the mobile industry by reimagining existing structures and developing targeted new policies that accelerate the positive and inclusive impacts of mobile technologies to close the investment and usage gaps.

The three-pronged advocacy strategy and common platform focuses on:

- **Tax rationalisation** for the mobile industry through the development of targeted fiscal policy reforms that support economic growth and digital development, deepening digital and financial inclusion and aligned with national targets. (For example, removal of tax on low-cost smartphones and sector-specific tax).
- **Regulatory support** to implement the recommendations of the UN Broadband Commission's '21st Century Financing Models for Bridging Broadband Connectivity Gaps' to promote investment models for digital infrastructure, which include all digital economy beneficiaries.
- **Climate action** policies to improve access to renewable electricity for corporate buyers are essential for the mobile industry to achieve its climate targets.

Risk Management and Compliance Committee Chair's review

"Reflecting on the year, MTN's integrated risk management approach has proven indispensable in addressing emerging global risks, from cybersecurity threats to supply chain disruptions. Our proactive stance on risk preparedness has been key to sustaining our market leadership and delivering on our strategic priorities."

Key features of 2023

- Made extensive progress in fintech resourcing.
- KRIs across Opcos, informing tolerance levels and resource allocation.
- Modified the ERM maturity model to ensure suitability and effectiveness.
- Rigorously confirmed Opco maturity levels through evidence-based assessments, ensuring an enhanced and fit-for-purpose risk management landscape.
- Achieved a favourable Group insurance programme renewal outcome, with a modest premium increase of 4.5%.
- Improved overall Group business resilience index.
- Enhanced compliance maturity across the Group with the majority of our markets have progressed significantly over the past year and are now functioning at leading levels of maturity. This marks a substantial step towards strengthening our compliance posture. Opcos on track to achieve a leading maturity state: a significant step towards strengthening our compliance posture.
- Conduct executive crisis simulation exercises, improving crisis response capabilities and resilience indices across multiple Opcos.
- Reviewed and updated Group crisis management and distributed denial-of-service (DDoS) crisis contingency plans, alongside Opco-specific security and medical emergency evacuation plans.
- Established in-house competence and resources, as well as a panel of external providers, for desktop due diligences, and know your customer (KYC) and business partner information.

Key focus areas for 2024

- Implement a control self-assessment methodology to empower the first line with enhanced control capabilities.
- Familiarise teams with risk and control taxonomy to integrate line testing results more effectively into the combined assurance framework.
- Update the risk appetite and preference framework, including a review of risk categories and tolerance levels.
- Revise Group ERM policy and methodology to reflect best practice and operational needs.
- Refine compliance methodologies and align metrics to set a new direction for compliance excellence.
- Redesign MTN Group insurance approach to meet evolving business requirements.
- Optimise cell captive and consider additional funding options, alongside exploring dividends and shareholding for Opcos.
- Conduct business resilience benchmark assessments for continuous improvement.
- Explore AI-powered tools for external horizon scanning and reporting to anticipate and react to global risk trends more effectively.
- Continue to embed data privacy and protection controls as a key business imperative for a competitive advantage.

Chair
Shaygan Kheradpir

Members	Meetings Scheduled	Meetings Special
Shaygan Kheradpir	4/4	1/1
Noluthando Gosa	4/4	1/1
Nosipho Molope	3/4	1/1
Stan Miller	4/4	1/1
Nicky Newton-King	4/4	0/1
Tim Pennington	4/4	1/1
Lamido Sanusi	4/4	0/1

All members are independent non-executive directors.

Special meetings are scheduled on an ad hoc basis and at short notice to address urgent matters. Due to the nature of these meetings, it is not always possible for all directors to attend.

By invitation: Chair of the Audit Committee, Group President and CEO, Group Chief Financial Officer, Group Chief Risk Officer, Group Chief Operating Officer and the external auditor.

Mandate:
The committee's work includes providing oversight on the identification, monitoring and mitigation of existing and emerging risks and opportunities as well as on compliance matters.

How we manage risk

Effective risk management is the cornerstone of our enterprise, ensuring operational integrity and fostering excellence.

Our risk management approach

At MTN, we adopt a holistic approach to risk management, integrating it across our entire organisation to empower management in actively identifying and addressing risks and opportunities affecting our strategic and operational goals. We prioritise risk management as a fundamental skill, fostering a risk-aware culture through top-down, bottom-up and emerging risk scanning methods. This approach guarantees comprehensive coverage, alignment with our business scale and the efficacy of our mitigation strategies, focusing on the most significant risks after considering potential event likelihoods, impacts and the strength of current mitigations and controls.

The MTN Board and its committees are committed to thorough oversight of our integrated risk management framework, engaging consistently with management to cover a broad range of activities and affirm risk management effectiveness.

Furthermore, Opco-level risks receive detailed attention at both the Opco executive committees and Opco audit and risk committees, ensuring local concerns are adequately addressed and integrated into our wider risk management strategy.

Our risk management approach

Top-down approach

Identifies strategic-level risks and cascades these downwards

Enables top management to make better risk-based decisions

Bottom-up approach

Identifies risks at a process, functional operational level

Drives robust risk management across the enterprise

Emerging risk scanning

Supports our proactive strategy focused on continuously identifying and assessing new risks before they fully materialise, helping MTN stay ahead of potential threats and adapt accordingly.

MTN Group principal risks

Mitigation actions

Board review and approval

Based on risk appetite enabling informed risk-based review

How we manage risk continued

Principal risk universe and risk appetite

A critical aspect of ERM is employing a structured principal risk universe. Initially, this risk universe establishes a two-level categorisation system, facilitating consistent risk mapping across all Opcos through bottom-up integration, ensuring uniformity. Simultaneously, from a top-down viewpoint, it aids management in ensuring that risk identification is exhaustive. Being dynamic, the principal risk universe undergoes regular updates to align with shifts in strategy, structure and operations.

MTN's risk appetite framework and related declarations are made actionable by assigning specific risk preferences to each principal risk. This process is crucial for defining mitigation strategies and allocating resources effectively. For each principal risk, we formulate KRIs and establish tolerance thresholds to actualise and implement the Board's risk appetite directives.

Furthermore, we integrate risk appetite and tolerance thresholds within our business planning and decision-making processes. This integration is vital for adapting to an ever-changing business landscape and ensuring our exposure to risk remains within our predetermined preferences, especially as we aim to achieve our ***Ambition 2025*** objectives.

Stress testing and scenario planning

Beyond categorising risks and identifying principal risks for thorough risk detection, our proactive risk management approach integrates stress testing, reverse stress testing, and catastrophic scenario analysis. We subject various budget aspects at both the Opco and MTN Group levels to stress testing, creating high-level response strategies for each potential situation. The catastrophic scenarios we examine include significant devaluation in a key market's currency, challenges in renewing licences or facing nationalisation in key markets, the collapse of a major network provider, a debilitating cyber-attack on extensive network sections, and swift technological shifts from traditional voice services to data/digital platforms. We also conduct reverse stress tests to identify conditions that could precipitate a severe liquidity crunch, reinforcing our commitment to robust and anticipatory risk management.

Compliance management

Our dedication to a proactive compliance strategy led to enhancements in our compliance programme, ensuring adherence to obligations and anticipation of potential risks. We prioritised compliance monitoring and testing, assessing the robustness of our control environment. Our commitment was evident in the advancement of our internal control improvement programme. We also made significant progress in executing our data privacy initiative and augmenting data protection protocols. Moreover, we intensified efforts to verify trade partner compliance, emphasising the importance of maintaining high compliance standards across all partnerships.

Business resilience

We dedicate our efforts to fostering a business continuity culture and enhancing resilience maturity across our markets, efforts that have been instrumental in sustaining our ISO 22301 Business Continuity Management certification in key markets. Our ongoing investment in various initiatives aimed at bolstering our recovery capabilities underscores our commitment to preparedness and adaptability throughout MTN. Specifically, we have implemented a robust network resilience improvement plan in South Africa to augment network availability and service continuity during loadshedding. Additionally, our proactive plan to eliminate single points of failure in our network infrastructure has significantly bolstered overall network resilience, minimising vulnerabilities and ensuring uninterrupted service delivery. In response to global macroeconomic fluctuations, port congestion and supply chain vulnerabilities, we executed a targeted supply chain resilience plan. We also engaged in comprehensive executive crisis simulations to evaluate and enhance our company's response strategies, gleaning critical insights that informed the refinement of our crisis management protocols. Furthermore, our intensified efforts in threat monitoring and risk intelligence, through external risk horizon scanning, have enabled us to detect and forecast emerging trends and potential threats, facilitating timely and effective risk mitigation.

Combined assurance

MTN adopts a combined assurance approach to improve and maximise the effectiveness of risk, governance and control oversight in risk management. This guarantees that the range of assurance services, offered by both internal and external entities, effectively covers the significant risks the Group confronts. It also aims to confirm that appropriate controls are in place to mitigate these key risks within established risk thresholds.

Top risks to value creation

Principal risk categories

Strategic
- Strategy and execution.
- Regulatory and stakeholders.
- Products and innovation (telco, digital and fintech).
- M&A, divestitures and strategic partnerships.

Governance
- Compliance.
- Internal control environment.
- Fraud and financial crime.
- Governance.
- Environmental, social and ethics.

Financial
- Financial markets.
- Liquidity and funding.
- Tax.
- Financial accounting and reporting.
- Credit risk.
- Financial performance and returns.

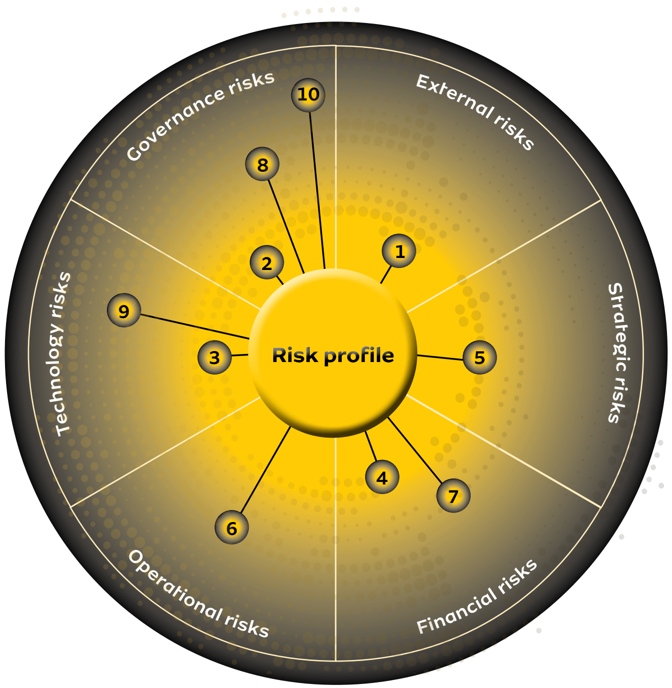
Technology
- Network.
- Information technology.
- Information security.

Operational
- Supply chain.
- Sales and distribution.
- Customer experience.
- Continuity risk.

External
- Competition.
- Legal.
- Political and macroeconomy.

Our top ranked risks in 2023

2023	Risk	2022
1	Challenging political and macroeconomic conditions	1
2	Increased regulatory pressure	2
3	Cyber and information security risks	4
4	Increased tax-related uncertainty	3
5	Strategy and execution	7
6	Supply chain	6
7	Liquidity and funding	5
8	Compliance	8
9	Network and spectrum cost and availability	10
10	ESG issues	9



Top risks to value creation continued

1 Challenging political and macroeconomic conditions

Relevant material matters: MM 1, MM 3, MM 4, MM 9

Relevant capitals: Natural, Financial, Intellectual, Human, Manufactured, Social

Principal risk and risk issues

MTN navigates a landscape shaped by varied macroeconomic and geopolitical forces. In 2023, these challenges included elevated inflation, rising interest rates significant forex volatility and rising energy expenditure. These were intensified by South Africa's power grid issues and the sharp depreciation of the Nigerian naira, adversely impacting investor confidence through currency devaluation, growing debt service burdens, and increased regulatory scrutiny. Foreign currency denominated capex commitments and Holdco debt in foreign currencies introduce further financial challenge. Moreover, forex shortage, particularly in Nigeria, impacts cash upstreaming planning.

Geopolitically, MTN's operational context is influenced by conflicts such as the Russia-Ukraine war and Middle East tensions, which bear consequential risks for global diplomacy and commerce, potentially driving up energy prices and disrupting global supply chains. The prospect of national elections across several MTN markets in 2024 raises concerns over physical security and social stability, essential for the protection of employees and customers and the achievement of strategic aims. In addition, regional instability poses direct and indirect challenges. The anticipated further depreciation of the naira in 2024 is likely to trigger another inflationary wave, underscoring the critical impact of macroeconomic and geopolitical risks on MTN's strategic objectives to deliver services, drive growth and maintain financial health.

Doing through mitigation and controls

- Continued monitoring of political and economic shifts in high-risk markets, employing scenario planning and sensitivity analysis to bolster our strategic responses.
- Establish and uphold robust business continuity strategies to safeguard operational resilience.
- Leverage available foreign exchange strategies to mitigate currency exposure risks.
- Secure ample committed financing facilities, ensuring each Opco can independently withstand market volatilities and sustain self-funding principles.
- Prioritise the safety of our workforce and the security of our assets, ensuring uninterrupted business activities through stringent continuity management.
- Adhere rigorously to global sanctions regulations, ensuring all operations remain within legal and ethical boundaries.
- Conduct regular stress testing of our business plans against currency fluctuations to gauge potential impacts on profitability and shape informed strategic adjustments.
- Increase the proportion of local currency obligations within Opcos to minimise vulnerabilities associated with exchange rate fluctuations.
- Where feasible and judicious, transition significant contractual agreements to local currency denominations to lessen forex risks.
- Facilitate the repatriation of dividends whenever conditions are favourable, enhancing financial flexibility and shareholder value.

Doing in 2023

- Addressed macroeconomic challenges with focused initiatives such as supply chain advances.
- Supported public-private partnerships and government programmes for socioeconomic advancement.
- Boosted business resilience to meet targets.
- Integrated political and economic analyses into risk and contingency planning.
- Conducted stress tests for financial ratios and business plans against currency fluctuations.
- Replaced trade lines with cash-backed letters of credit to lessen forex risks.
- Applied hedging for foreign currency expenses and investments.

Opportunity

To address macroeconomic uncertainties around inflation, interest rates and currency volatility, MTN will continue ***Ambition 2025*** initiatives relating to expense efficiencies and containment.

Macro and geopolitical impacts on global supply chains reinforce the importance of initiatives to reduce supplier concentration risk and to modernise network elements better in the face of catastrophic supply chain shocks.

In the telco sector in general there is opportunity to enhance the positioning of our products and services as critical to national infrastructure and digital human rights.

Top risks to value creation continued

2 Increased regulatory pressure

Relevant material matters

MM 2 MM 3 MM 4 MM 5 MM 6 MM 9

Relevant capitals

Natural Financial Intellectual Human Manufactured Social

Principal risk and risk issues

MTN operates in a highly regulated sector with regulatory decisions and policies shaping our operating environment. Like all telcos globally, MTN has to comply with sector regulations and laws. These include licence obligations, regulatory prescriptions, data privacy and governance laws, quality of service (QoS) performance indicators, SIM registration and KYC requirements. Recent macroeconomic and geopolitical developments have resulted in more pronounced regulatory risks such as capital management and sanctions in some markets. MTN prioritises compliance with various laws and regulations as part of our corporate governance framework. We have a proactive regulatory approach supported by cross-functional collaboration.

Doing through mitigation and controls

- Invested in capacity to generate evidence-based research and analysis which guides our regulatory engagements.
- Proactive and cross-functional review of emerging risks and challenges allowed MTN to reduce residual regulatory risks.
- Collaboration with international and sector organisations to enhance our regulatory engagement efforts.
- Implemented a macroeconomic framework that supports internal decision making and facilitates engagement on regulatory and public policy issues.
- Active engagement with industry bodies such as the GSMA and its subgroups for guidance and best practice in relation to spectrum identification and assignment, electromagnetic field (EMF) safety standards, excessive fees and QoS.
- Adherence to localisation obligations.
- Regulatory and industry advocacy, including around competition policy. We undertake research and analysis of emerging technologies and the fairness of treatment of new market entrants from a competition and regulatory enforcement perspective.
- Strict compliance with laws and regulations and continuous enhancement of compliance testing programmes.
- Opco support including advice, guidance and research on key risk issues and events to mitigate risk and ensure the effective resolution of issues.
- Continued capacity building and development of tools, e.g. playbooks and knowledge sharing.
- Engaging stakeholders on the identification and release of 5G spectrum and the repurposing of spectrum bands where services have become obsolete.
- Strong advocacy at the International Telecommunication Union's World Radiocommunication Conference 2023 (WRC-23) to ensure recognition of pan-African spectrum challenges and requirement for additional spectrum identification for 5G.
- Develop regulatory approach or the issue of dual regulatory oversight of our fintech activities. Through GSMA, we support Opcos to ensure understanding between telecoms and financial services regulators.

Doing in 2023

- Further developed support frameworks, including one for regulatory advocacy to enhance Group outcomes from our regulatory engagements.
- Implemented cross-functional capacity development projects including on competition policy, macroeconomic policy and refreshed licence renewal processes.
- Increased resourcing to enhance regulatory approach and public policy capability.
- Oversaw spectrum auctions and bid applications in Sudan and Uganda to safeguard future spectrum reserves and to prevent unforeseen need to commit additional capex due to traffic increase-spectrum shortage situations.
- Attended WRC-23 in Dubai and provided inputs which led to the identification of further spectrum in 3.5GHz as well as upper 6GHz, which will enhance MTN's spectrum asset base to support initiatives under ***Ambition 2025***.
- Performed a deep dive spectrum strategy across 15 Opcos for the next 10 years plus to determine the optimum spectrum-technology mix per Opco per year, in order to minimise QoS failures and pressures on capex for site construction.
- Progressed incorporation of FibreCo for separation entities.
- Became involved with the work of the ITU-T, specifically the standards body responsible for determining realistic QoS benchmarks and targets. We hope to drive the dialogue around QoS determination to be cognisant of developing markets' logistical challenges and how these could be accommodated inside of best practice in specifying obligations of current and future operating licences.
- Towards the end of 2022, MTN Group adopted a self-developed EMF policy. In 2023, we worked to familiarise all Opcos with the policy's principles and best practices. With the adoption of the policy, the GSMA recognised MTN as a developing market leader in this regard.
- Focused on technology neutrality, particularly reframing older spectrum bands and technologies to enable increased capacity across our markets, where relevant. Continued to monitor traffic migration from 2G/3G to 4G to determine optimum points in the future when we gradually sunset legacy technologies such as 2G and 3G while minimising the customer impact.
- Managed SMP issues in markets including Ghana, Benin and Rwanda. Continued to engage with in-country authorities on market developments.
- Invested significant resources in research projects including on taxation, regional roaming, Mobile Money taxes, and investment gap.
- Supported FinCo regulatory-related issues, including licensing as part of ***Ambition 2025*** and the anti-money laundering and combating the financing of terrorism (AML/CFT) skilling programme.

Opportunity

Continued regular engagement with relevant policymakers, including regulators and industry bodies on existing and emerging regulatory matters, leveraging our strong regulatory compliance culture.

Remain an active participant in regulatory policy design and advocacy, working with policymakers and industry bodies such that we anticipate market developments and help shape the African regulatory ecosystem.

Top risks to value creation continued

3 Cyber and information security risks

Relevant material matters: MM 2, MM 3, MM 6, MM 7, MM 8, MM 9, MM 10

Relevant capitals: Natural, Financial, Intellectual, Human, Manufactured, Social

Principal risk and risk issues

Cybersecurity is a priority as cyber-attacks become more sophisticated.

A cyber-attack aimed at MTN could lead to service interruption and the infringement of personal and confidential data. This could lead to significant business interruption and expose MTN to reputational damage, and also negatively impact subscribers.

Doing through mitigation and controls

- Ensure adequate monitoring and reporting on performance against milestones in the Group's information security plan.
- Continue to strengthen our incident detection and response capabilities.
- Review and enhance security governance and operational structures.
- Continued investment in the upgrade of the security environment.
- Enhance and simulate playbooks for the management of security crises.
- Continued implementation of strategic programmes to fast-track implementation of security capabilities.
- Develop capabilities to address third-party security risk and compliance management.
- Deploy security awareness campaigns and skills development initiatives.

Doing in 2023

- Ongoing implementation of information security strategy in support of *Ambition 2025*.
- Conducted Exco-level information security crisis simulations across the MTN footprint.
- Continued security assessments on various MTN systems to proactively identify vulnerabilities requiring remediation.
- Enhanced Fintech information security structures to support the continued deployment of fintech security capabilities.
- Defined and deployed additional technical security standards and reference architectures.
- Established a dedicated Group security threat intelligence capability.
- Deployed various security detection, response and monitoring solutions.
- Continued inclusion of revised information security annexure in new and/or renewal of third-party contracts.

Opportunity

Deployment and optimisation of integrated and scalable security capabilities to drive a mature security posture.

4 Increased tax-related uncertainty

Relevant material matters: MM 1, MM 2, MM 4, MM 9

Relevant capitals: Natural, Financial, Intellectual, Human, Manufactured, Social

Principal risk and risk issues

Taxation laws are dynamic and influenced by domestic and international tax reforms. Significant tax risks currently encompass increased transfer pricing audit activity and the implementation of global tax reforms known as the OECD's Base Erosion and Profit Shifting initiative incorporating the Pillar 1 and Pillar 2 reforms. The increase in tax audits, along with macroeconomic and geopolitical pressures, often lead to revenue authorities' intensified scrutiny of multinational enterprises. This poses additional challenges as MTN strives to balance tax operational compliance and strategies with heightened scrutiny of prolonged audits.

Doing through mitigation and controls

- Present compelling stance to tax authorities about tax matters.
- Allow for tax provisions where necessary.
- Ensure accurate implementation of tax guidelines.
- Enhance controls for notifications of changes in law and judicial interpretation and effective tax planning.
- Ensure an effective tax risk management system through the application of our robust tax approach and policy and alignment with Group risk management principles.
- Obtain limited assurance LA on our total tax contribution, which is detailed in our Tax Report TR.
- Enhanced technical competencies in tax and regulatory matters across the Group.
- Enhanced use of automation to increase efficiencies in the tax compliance process.

Doing in 2023

- Enhanced structures at and concerted support from the Group on regulatory and tax issues. Participated in stakeholder consultations where new tax regimes were proposed to avoid the incidence of multiple taxation.
- Proactively reviewed and implemented systems and processes to ensure compliance with Pillar 2 requirements and UAE corporate tax rules.
- Ensured robust revenue and tax management processes were in place and regularly consulted tax advisers to understand the impact of our operating environment. Where necessary, sensitised MTN stakeholders on this impact.
- Introduced proactive measures such as enhanced revenue assurance on tax compliance.

Opportunity

The dynamic tax landscape presents MTN with an opportunity to lead in tax transparency and compliance and proactive assessment of the impact of Pillar 2 on the MTN Group.

By proactively engaging with revenue authorities and investing in team upskilling, MTN can navigate audit pressures effectively, aligning with ethical business practices and gaining a competitive edge.

Top risks to value creation continued

5 Strategy and execution

Relevant material matters

MM 2, MM 3, MM 4, MM 5, MM 6, MM 7

Relevant capitals

Natural, Financial, Intellectual, Human, Manufactured, Social

Principal risk and risk issues

Our rapidly evolving industry and diverse markets elevate risks, including the complexity of establishing a cohesive strategic vision and ensuring organisational alignment. MTN is also required to recognise and capitalise on market-specific opportunities. Executing complex strategies, such as segmenting off a fintech operation, necessitates advanced programme and project management, along with agile change management. Strategy risk involves the potential of strategic plans not achieving their intended outcomes, possibly due to misalignment with broader objectives or market dynamics. Execution risk, in contrast, refers to the obstacles in realising these strategies or resource misalignments.

Doing through mitigation and controls

- An annual strategy and business planning process:
  - Board strategic reviews in March/April.
  - Board approval of strategic updates in June/July.
  - Board budget approval in November.
- Formulate and track comprehensive resource allocation and functional KPIs for strategic priorities.
- Align individual performance metrics with strategic priorities.
- Communicate comprehensively on strategic intent.
- Ensure well-established capital projects management.

Doing in 2023

- Ensured that ***Ambition 2025*** was well embedded.
- Entrenched monthly Exco priority programme tracking and reporting on 17 strategic programmes, ensuring tight management and delivery. Set up special steering committee governance structures to ensure delivery of all priority programmes.
- Ensured that the ***Ambition 2025*** risk universe and related mitigations were well understood.
- Progressed structural separation processes: fintech separation completed in early 2023 and fibre separation due in 12 to 24 months.
- Finalised the Mastercard minority investment into Group Fintech, constituting a key third party endorsement of the opportunity.
- Worked on establishing and growing our strategic partnerships to enhance our value propositions and our Africa footprint. Established key partnership for acceleration of digital and cloud transformation.
- Progressed evolution of our talent base to deliver on ***Ambition 2025***.
- Progressed the planned exit from Afghanistan.

Opportunity

By adopting our coherent and well-executed strategy, we at MTN position ourselves to become a future-ready organisation that excels in execution while adhering to our core value and commitment to digital and financial inclusion in Africa.

This is key for MTN as we advance our ***Ambition 2025***, ensuring alignment across our operations and fostering a culture of excellence.

Such a strategy not only amplifies MTN's market presence but also catalyses our journey toward innovation and sustainable growth, turning strategic intent and operational efficiency into key drivers for long-term success and shared value.

Top risks to value creation continued

6 Supply chain

Relevant material matters

MM 1, MM 2, MM 4, MM 8

Relevant capitals

Financial, Human, Manufactured

Principal risk and risk issues

MTN is navigating a complex supply chain risk environment impacted by trade volatility, geopolitical tensions, and the aftermath of the epidemic. We are dealing with rising expenses brought on by increases in the price of raw materials and disruptions in logistics. The situation in the Red Sea is especially urgent because Houthi rebel activities are endangering vital shipping routes, most notably the Suez Canal, which is a vital conduit for international trade and communication networks. The re-routing of ships around southern Africa considerably lengthens transit times and raises shipping costs, which may influence the price of imported telecom equipment and overall industry inflation. The possible risk of sabotage of undersea global internet cables in the Red Sea could lead to disruption of data and financial communications between Europe and Asia. Inflation and currency devaluation in our markets poses further risks to supplier payments. These kinds of circumstances emphasise the need for sophisticated risk management and the development of all-encompassing contingency plans to deal with possible delays in procurement, spikes in costs, and the requirement for adjustments in logistics. To add to the complexity, the ever-changing landscape of cybersecurity threats and regulatory requirements highlights the necessity for a flexible and robust supply chain strategy to maintain operational dependability and consistent service.

Doing through mitigation and controls

- Boost supply chain diversity.
- Monitor trade policies.
- Engage in strategic partnerships.
- Synchronise and streamline operational tasks to yield both qualitative and financial benefits, such as providing real-time, comprehensive supply chain visibility and enable flexibility in reaction to dynamic markets and major events.
- Development of supply chain operational strategies, implementation of robust risk management practices, end-to-end supply chain planning, and establishing oversight of large and complex capital-intensive projects.

Doing in 2023

- Updated supply chain resilience programme to review the impact of unpredictable events such as regional conflicts, trade route and port congestion, and raw material shortages.
- Defined pre-emptive actions on upstream supply chain, freight and commodities to minimise the impact on operations.
- Expanded business resilience controls on supply chain to include tracking of purchase orders, supplier risk management, payment terms and local market risks.
- Ensured closer collaboration with suppliers to understand supply chain challenges, detect disruption risks and take proactive measures on the risks pertaining to the upstream supply chain, freight, supplier-specific constraints and the ringfencing of MTN-specific demand to ensure continuous supply to MTN.
- Communicated updates and early warnings to internal stakeholders through regular supply chain newsletters.
- Developed risk models and monitoring systems to support the supply chain resilience programme.
- Further developed our digital solutions platform to include new capabilities such as expansion of our supply chain control tower with order management systems of additional suppliers to monitor shipments in real time and intervene based on proactive alerts.

Opportunity

MTN has an opportunity to succeed in supply chain robustness as a result of our experience with the Red Sea interruption and broader supply chain vulnerabilities.

By turning these challenges into strategic opportunities, MTN can improve our own sourcing and logistics approach and position ourselves as the industry leader in supply chain resilience for telecommunications.

This proactive approach enables the introduction of new supply routes, strategic supplier relationships and reinforced risk mitigation strategies, all of which can result in improved operational effectiveness and reduced exposure to supply chain constraints.

Ultimately, these developments may result in important advantages including lower costs, more dependability and a stronger position in the market, reaffirming MTN's dedication to quality and resilience in a challenging global environment.

Top risks to value creation continued

7 Liquidity and funding

Relevant material matters: MM 1, MM 4, MM 5, MM 7, MM 9

Relevant capitals: Natural, Financial, Intellectual, Human, Manufactured, Social

Principal risk and risk issues

Apart from generating profitable returns, it is vital for Opcos to generate sufficient cash and have optimal capital structures to fund capital-intensive programmes and repatriate earnings to the Group.

Execution risk on our ARP or an inability to secure sufficient liquidity for upcoming maturities heightens refinance risk. The availability of hard currencies in Nigeria and Ghana remain a key challenge, impacting the amount of cash upstreamed to Holdco.

Doing through mitigation and controls

- Focus on attaining double-digit growth in constant currency service revenue as well as improving EBITDA margins.
- Continue to implement our smart capex agenda.
- Proactive management of capex intensity.
- Prioritise securing ARP proceeds to improve the Holdco leverage and reduce forex volatility caused by excessive hard currency debt.
- Continue optimising the Holdco rand:dollar debt mix.
- Optimise the Holdco debt and maturity profile to mitigate refinance risk and ensure sufficient liquidity to meet the Group's needs.
- Maximise local currency debt in Opcos for capex to optimise capital structure and reduce forex risk.
- Optimise excess cash balances in Opcos and cash upstreaming to the Group.
- Ensure that Holdco leverage remains within the target range.
- Maintain adequate and sustainable headroom, liquidity ratios and buffers to navigate through a liquidity stress event.

Doing in 2023

- The Holdco leverage is estimated to be 1.41 times at the end of 2023 compared to 0.8 times Holdco leverage in December 2022. This is mainly as a result of a lower amount of cash upstreamed from Nigeria and Ghana.
- Reduced dollar debt with early redemption of US$353m of US$450m Eurobonds that were due in 2024.
- Brought down MTN's dollar-denominated debt to 33% (2022: 36%) vs target of a 40:60 split.
- Focused on securing rand-denominated long-term debt at the Holdco. Closed R6.5bn facility with South African banks for MTN Mauritius. Raised R3bn under the DMTN programme, enabling us to improve our maturity profile and refinance debt maturities.
- Renewed US$775m revolving credit facility for a further five years, supporting Holdco liquidity position.
- Reported Holdco liquidity headroom of R44.1bn.
- Complied with all Group debt covenants at end 2023. However, finance costs increased due to currency depreciation in Ghana and Nigeria and general increase in cost of borrowing during 2023.
- Maintained S&P Global Ratings' MTN Group rating of "BB-". Outlook remains stable.

Opportunity

Cash upstreaming supports improved Holdco liquidity and leverage. Local currency funding and diversified investor base provide stable source of liquidity. The disinflation trends and expected decline in interest rates will reduce the cost of raising funds. Further repayment of dollar debt will improve our currency mix of debt.

8 Compliance

Relevant material matters: MM 2, MM 3, MM 6, MM 7, MM 9

Relevant capitals: Natural, Financial, Intellectual, Human, Manufactured, Social

Principal risk and risk issues

Navigating diverse compliance requirements across multiple markets within evolving and complex regulatory landscapes adds to the challenge of staying ahead of developments while ensuring compliance.

Additionally, anticipating and responding to geopolitical events, economic downturns and public health crises requires agility and resilience to effectively maintain compliance.

Doing through mitigation and controls

- Strengthen our compliance maturity and enhance our internal controls environment.
- Drive essential policy development, localisation and implementation across the Group.
- Enhance compliance monitoring practices for early detection of any potential non-compliance.
- Engage with regulators to ensure clear, concise and unambiguous regulatory requirements.
- Sustain our focus on privacy best practice by maintaining stringent data privacy controls and integrating data privacy considerations at the start of all new initiatives.
- Focus on partner trade controls and enhancing compliance.

Doing in 2023

- Increased level of compliance with applicable laws, regulations and standards through proactive risk-based monitoring.
- Enhanced compliance maturity across the Group, with majority of Opcos operating at a leading maturity state.
- Enhanced internal control improvement programme and framework to strengthen the internal control environment.
- Focused on policy localisation and implementation across the Group.
- Accelerated the data privacy programme to ensure compliance with all data privacy requirements and identify any data privacy risks.
- Increased focus on partner trade compliance and sanctions.
- Enhanced due diligence, screening and onboarding processes.
- Horizon scanning new and rapidly emerging regulations and other external obligations.

Opportunity

Through proactive risk analysis and strategic compliance planning, MTN is able to stay ahead of evolving regulatory developments.

Top risks to value creation continued

9 Network and spectrum cost and availability

Relevant material matters

MM 1 MM 2 MM 3 MM 4

Relevant capitals

Natural Financial Intellectual Human Manufactured Social

Principal risk and risk issues

The lack of sufficient spectrum hampers our QoS and strategic execution, with rising costs affecting our pricing and profitability. It is essential to have timely access to enough appropriate and cost-effective spectrum, along with technology-agnostic licensing.

MTN's success hinges on robust network performance and reliability. Disruptions pose severe risks, making substantial capacity planning and resilience crucial to accommodate increasing demand.

Doing through mitigation and controls

- Create and maintain an Exco-agreed spectrum plan that recognises traffic growth, technology uptake/maturity and existing and planned customer value propositions.
- Refreshed our spectrum approach in 2023 to cover new standards and technologies (Satellite D2D) to support the enhancement of governance and compliance through annual revisions in the MTN Group spectrum policy and performance contracting between Opco regulatory and technical heads.
- Review of Opco spectrum evolution annually to maximise spectrum utilisation efficiency through re-farming of existing allocations (licence permitting), frequent network hardware and software upgrades, and handset capability management.
- Ensure adequate financial planning for Opco capability to invest in spectrum when available.
- Extensive QoS and network uptime measures in place.
- Long-term network capacity planning aligned to strategy.
- Network policy provides principles on the mandatory requirements for all network initiatives and ensures a consistent way of work for networks throughout the Group.
- Implement resilience improvement plan for MTN South Africa which includes enhancing power back-up solutions on site.
- Eliminate single point of failure through redundant transmission routes, failover and power redundancies.

Doing in 2023

- Completed our Opco spectrum plans for 15 markets, considering traffic growth, technology uptake/maturity, satellite D2D technological advancements and potential long-term spectrum auctions.
- Specified focus on home connectivity FTTH and the 5G roadmap to identify a tactical approach to secure ideal 5G bands in a timely and affordable manner.
- Looked at innovative solutions for FWA with millimetre wave trials.
- Acquired 5G spectrum for commercial rollout at:
  - MTN Uganda
  - MTN Congo-Brazzaville
  - MTN Benin
- Acquired additional 4G spectrum to increase network capacity and deliver exceptional customer experience at:
  - MTN South Sudan
  - MTN Rwanda
  - MTN Nigeria
  - MTN Ghana
  - MTN Côte d'Ivoire
  - MTN Sudan
- Kicked off five-year radio access network and transmission equipment modernisation.
- Achieved MTN South Africa 94.6% network availability in Q4 2023, reflecting an improvement from 78.4% in Q1 after implementing resilience improvement plan.
- Recorded the following NPS %:
  - MTN South Africa 45%
  - MTN Nigeria 51%
  - MTN Other markets 38%

Opportunity

Sharing spectrum with other operators to increase spectral resources utilised by MTN and improve our performance.

Partnership with low earth orbit satellite players to augment existing terrestrial network and increase broadband coverage in unconnected areas.

Focus on growing our private network deployments across our markets working with the Enterprise teams.

Top risks to value creation continued

10 ESG issues

Relevant material matters

MM 1 MM 2 MM 3 MM 6 MM 8 MM 9

Relevant capitals

Natural Financial Intellectual Human Manufactured Social

Principal risk and risk issues	Doing through mitigation and controls	Doing in 2023	Opportunity

Sustainability is a vital part of any organisation, as it has a bearing on customer choices, employee preferences and investment decisions.
 	
Integrating sustainability and ESG considerations is paramount for long-term success. Forward-thinking leaders are reshaping their businesses to mitigate risks, seize opportunities and drive positive impact.
 	
For MTN, ESG risks revolve around environmental impact, data privacy and governance compliance. These are influenced by carbon emissions, data security and regulatory complexities, partially affecting tariffs. By extension, tariffs contribute to the cost of digital access.
 	
Addressing these risks is crucial for preserving trust, sustainability and long-term value.
	• Ensure MTN's sustainability strategic framework is built into the business strategy, operating processes, governance frameworks and organisational culture.
	• Equip each Opco with ESG risk mitigation controls, which are integrated into our business resilience programme. This identifies, classifies and manages risks, including those related to factors such as digital human rights. Controls also address stakeholder and operational market environment risks.
	• Stay aligned with prominent standards like those of the IFRS ISSB. They emphasise sustainability-related risks and opportunities that could impact our cash flows, access to finance or cost of capital in the short, medium, or long term.
	• Enhance limited assurance on sustainability outcomes to mitigate the risk of greenwashing and ensure transparency and credibility in our business practices.
	• Continue to entrench a culture of ethics in line with King IV™.
		• Advanced our efforts to reach Net Zero emissions by 2040, with a 13.1% reduction in emissions in 2023. This contributed towards mitigating climate change risks, improving energy efficiency, innovating in clean technologies and creating green jobs in operating markets.
		• Expanded broadband access and hence digital inclusion, connecting an extra 9.2m people, and reducing data tariffs by an average 9%.
		• Continued to narrow the coverage gap in rural areas by rolling out a cumulative 6 582 rural sites.
		• Contributed R159bn in economic value-added, including:.
		  › Taxes paid of R15.8bn.
		  › Investments of R41.1bn in our networks.
		• Supported the livelihoods, including job creation and skills development.
			• Managing ESG risks offers a chance to use our diverse capabilities across functions, platforms and markets to create value, empower stakeholders and foster purposeful engagements with investors, unlocking long-term value for all involved.
			• By expanding broadband access, we connect underserved communities, thereby addressing social inclusion but also an opportunity to reach new customers and drive revenue growth.
			• Through innovation and by offering more affordable data tariffs, we increase accessibility for low-income individuals and communities, driving consumption volume and enhancing our own market competitiveness.
			• With partners, drive initiatives such as digital literacy training and access to affordable devices, promoting inclusion, supporting societal development and presenting an opportunity to increase subscribers, improve customer satisfaction and strengthen brand reputation.
			• Investment in green technologies and sustainable practices presents an opportunity to innovate in energy-efficient network infrastructure, renewable energy usage and e-waste management, reducing our carbon footprint, improving operational efficiencies and enhancing our reputation.

Q&A with the CFO

We are encouraged by the Group's resilient performance

Tsholofelo Molefe, CA(SA)
Group CFO

Q

MTN has navigated severe macro headwinds in 2023. How did this impact the financials?

A

The Chairman (page 10) and the CEO (page 12) outlined our macro-context in 2023. Many market dynamics have been at play for some time, but they intensified in the year. Broadly, our financial performance was impacted by elevated inflation, forex volatility and paucity, and geopolitical instability. Given these headwinds, I am very encouraged by the Group's resilient financial performance in 2023.

High inflation placed upward pressure on operating expenses, including our tower lease expenses. In Ghana, we had to apply hyperinflation accounting to the results of MTN Ghana. Currency volatility affected our financial performance in terms of the stronger average rand exchange rate versus the currencies of the Opcos that had a negative impact on MTN's reported growth compared to the growth rate in constant currency. The weaker closing rand rate versus the US dollar and euro negatively impacted our Holdco net debt.

The devaluation of the naira in Nigeria significantly impacted our results, including forex losses of R21.0 billion through the finance cost line in 2023. MTN Nigeria's results also included a restatement of 2022 financial results, reflecting the cumulative net effects of restating the lease liabilities, the deferred tax liabilities, the right-of-use assets, as well as the profit after tax from MTN Nigeria. This had a resultant impact on the Group as we translate into our reported currency, the rand.

This impacted the Group's 2022 opening balances of retained earnings (restated lower by R2.4 billion) and 2022 profit after tax (restated by R407 million). For 2022 earnings per share (EPS), the impact was 17 cents.

In 2023, we had asset impairments of R900 million for MTN Afghanistan (a remeasurement of non-current assets held for sale) and R746 million for MTN Sudan (a result of warehouse damage from the conflict and hyperinflation). These items impacted our expenses, EBITDA and headline EPS. As mentioned, we are pleased with our overall financial performance and resilience in this context, which positions us well to deliver on our growth and strategic ambitions.

Q

Given these headwinds, how was MTN's 2023 financial performance?

A

- Group service revenue grew by 13.5%*
- Group voice revenue up by 3.3%*
- Group data revenue up by 23.0%*
- Group fintech revenue up by 21.8%*
- MTN South Africa service revenue up by 2.5%
- MTN Nigeria service revenue up by 22.1%*
- SEA service revenue up by 17.4%*
- WECA service revenue up by 13.5%*
- MENA service revenue down by 8.7%*

At 13.5%*, service revenue growth to R210.1 billion was in line with our medium-term guidance and was supported by an expansion of 35.0%* in MTN Ghana, 22.1%* in MTN Nigeria, 2.5% in MTN SA and healthy growth in SEA and WECA. Excluding MTN Sudan (where service revenue declined by 12.3%*), Group service revenue increased by 14.1%*.

Q&A with the CFO continued

Data revenue – the largest contributor to Group service revenue – expanded by 23.0%*, driven by more subscribers and greater usage. Voice revenue increased by 3.3%* as voice traffic grew; adjusting for MTN SA – a mature voice market – it was up by 6.3%*. Fintech revenue sustained a strong trajectory and was 21.8%* higher. The momentum in advanced services revenue (up 54.8%*) was particularly pleasing, contributing 20.4% to total fintech revenue, up 4.4 percentage points. In other platforms, we recorded growth of 10.0%*, 23.4%* and 20.6%* for digital, enterprise and wholesale revenue, respectively.

Group EBITDA increased by 9.8%* to R90.4 billion, driven by a solid top line in most markets. It included non-operational items of -R1.57 billion – mostly asset impairment in Afghanistan and Sudan. The EBITDA margin of 41.5%* (2022: 42.7%*) was affected by increased operating expenses resulting from higher inflation and forex devaluation. However, the extent of these impacts was moderated by the delivery of meaningful expense efficiencies (see below for details).

Reported headline earnings per share (HEPS) decreased by 72.3% to 315 cents (2022: restated 1 137 cents), hurt by net non-operational and once-off items of 888 cents – largely hyperinflation adjustments and forex losses stemming from the naira's devaluation. Adjusted HEPS declined by 9.5% to 1 203 cents, a resilient performance in the circumstances.

We continued investing in network capacity expansion, with R63.6 billion of capex on an IFRS 16 basis, a 12.0% increase. Capex (ex-leases) was up by 7.6% to R41.1 billion, including a hyperinflation impact of R1.0 billion and R2.7 billion of capitalised costs of the renewed Ericsson Converged Wallet deal in fintech. Capex intensity (ex-leases) was 18.6%, just above our medium-term target range of 15 to 18%.

Group operating free cash flow decreased by 6.1% to R38.5 billion. Adjusting for licence renewals and spectrum acquisition, it was R45.9 billion. ROE (adjusted for non-operational items, including hyperinflation) increased by 0.2 percentage points to 24.4%, reflecting the resilience of our business in a volatile environment.

Q

Expense efficiencies again exceeded target. Where were key wins and tell us about EEP 2.0?

A

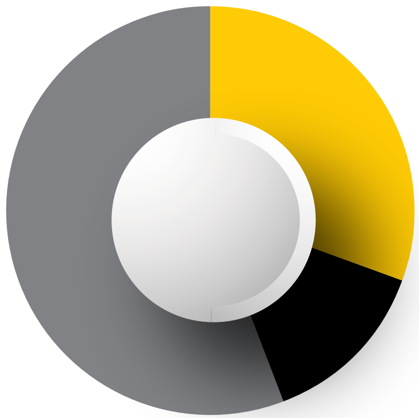
Using a base of 2020, we had previously set ourselves a three-year target of unlocking at least R5 billion in expense efficiencies. By the end of December 2022, we had realised savings of R6.4 billion.

We focused on efficiencies and, in 2023, exceeded our target for the year of R1.5 billion by recording savings of R2.6 billion. These gains were led by MTN SA, WECA, MTN Nigeria and SEA. Most came from general and administration functions; network and IT; followed by sales and distribution, and marketing.

In the year, the ratio of total costs to revenue edged up to 58.6% from 57.4%, clearly illustrating the challenges of the operating environment. Given that macro-headwinds to our business remain, we are now busy with phase two of our expense efficiency programme – EEP 2.0 – with plans to save costs of R7 billion to R8 billion over three years starting in 2024.

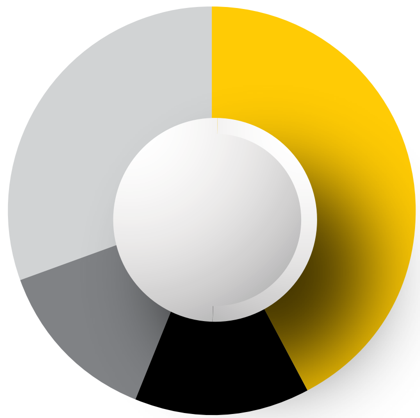
Among the areas we are targeting are a review and renegotiation of our major contracts, including our tower lease contracts; decommissioning of legacy IT and simplification of those contracts; and an optimisation of commission structures, as well as distribution channels.

Savings realised by area



Network and IT	30.7%
S&D and Marketing	13.5%
General and administration functions	55.8%

Savings realised by region



South Africa	42.2%
Nigeria	14.0%
SEA	13.3%
WECA	30.5%

Q&A with the CFO continued

Q

MTN's financial resilience has been key to mitigating the risks of the operating environment. What have been the challenges, and areas of progress and focus?

A

Over the past few years, we have worked hard – and with success – to strengthen our balance sheet to absorb shocks in our operating environment and provide the flexibility to capture opportunities and implement our strategic priorities. The business has benefited from faster deleveraging and de-risking of the Holdco balance sheet, focused on reducing non-rand debt. And I have already highlighted the key role of expense efficiencies, which remain critical in the period ahead.

At the end of 2023, the Group's net-debt-to-EBITDA ratio of 0.4x (2022: 0.3x) and net interest cover of 6.4x were well within covenant thresholds of 2.5x and of no less than 5.0x, respectively. At 1.4x (2022: 0.8x), Holdco's leverage was within the guidance of 1.5x and compared favourably to the 2019 level of 2.2x. It was supported by R13.4 billion in cash upstreamed from operations. However, the leverage was negatively affected by the rand's depreciation, the effects of forex losses from our Eurobonds, as well as our election for scrip dividends from MTN Nigeria and MTN Ghana for FY 2022, the latter decision taken amid scarce forex in those markets. Other impacts were drawdowns from head office facilities, particularly in supporting MTN SA's network resilience programme.

In the year, we raised R24 billion in Holdco loan facilities to refinance maturing debt, manage the debt maturity profile and bolster Holdco liquidity. As part of our work to deleverage non-rand debt at the Holdco through a cash tender offer, we early redeemed US$353 million of the MTN 2024 Eurobonds, bringing the total redeemed to date to US$1.2 billion. The Holdco debt dollar:rand ratio improved to 23:77, well within our target of keeping debt denominated in foreign currencies to below 40%. We ended 2023 with a healthy Holdco liquidity position of R44.1 billion in cash and committed facilities.

Q

Is MTN's capital allocation framework still appropriate in the period ahead?

A

Given the fundamental changes in our macro-environment, in 2023 we spent a lot of time looking at the framework to test it for continued relevance ahead. We concluded that it remains the right one, certainly in the near term. It is designed to help us deliver on our strategy, ranking the allocation of capital to ensure the best returns for the business and providing shareholders with an appropriate return on investment.

Continuing to prioritise investment in the growth of our networks and platforms, for 2024 we target capex (ex-leases) of R35 billion to R39 billion, based on current currency assumptions. Stabilising the leverage remains important, and we plan to settle more of our remaining Eurobonds in the period ahead. We will also maintain prudent management of our liquidity position.

As part of total shareholder return, the dividend remains critical. For FY 2024, in line with our dividend policy, the Board anticipates paying a minimum ordinary final dividend of at least 330cps after announcing full-year results in March 2025.

Guided by our disciplined capital allocation framework

1. **Organic growth**
   Well-invested networks and platforms
   Improving capex intensity
2. **Faster deleveraging of Holdco leverage**
   Rebalancing the mix to have rand debt making up at least 60% of Holdco net debt
3. **Return cash to shareholders through dividends**
   Anticipate paying a minimum ordinary dividend of 330cps for FY 2024
4. **Selective merger and acquisitions**
   Opportunities aligned to the investment case, subject to strict risk and financial criteria
5. **Share repurchases or special dividends**
   Only considered when other capital allocation priorities have been met

Key financial tables

Income statement

Healthy top-line result, impacted by conflict in Sudan | Service revenue +14.1%*, ex-MTN Sudan

(Rm)	2023	Restated 2022	% change reported	% change constant currency*
Revenue	**221 056**	207 003	6.8	13.0
Service revenue	**210 139**	196 493	6.9	13.5
EBITDA before once-off items	**90 350**	90 814	(0.5)	9.8
Once-off items	**(1 570)**	(977)		
Depreciation, amortisation and goodwill impairment	**(42 268)**	(35 241)	19.9	
EBIT	**46 512**	54 596	(14.8)	7.4
Net finance cost	**(39 069)**	(18 326)	113.2	
Hyperinflationary monetary gain	**744**	1 251	(40.5)	
Share of results of associates and joint ventures after tax	**3 581**	3 369	6.3	
Profit before tax (PBT)	**11 768**	40 890	(71.2)	
Income tax expense	**(7 751)**	(17 036)	(54.5)	
Group effective tax rate (GETR)	**65.90%**	41.70%		
Profit after tax	**4 017**	23 854	(83.2)	
Non-controlling interests	**75**	(4 817)	–	
Attributable profit	**4 092**	19 037	(78.5)	
EPS (cents)	**227**	1 054	(78.5)	
HEPS (cents)	**315**	1 137	(72.3)	
Adjusted HEPS (cents)	**1 203**	1 329	(9.5)	

Constant currency information after accounting for the impact of the pro forma adjustments as defined and included throughout these Annual Financial Results.

COMMENTARY

Service revenue
Constant currency growth mainly attributable to data (+23.0%), voice revenue (+3.3%) and fintech (+21.8%).

Net finance cost
This is as a result of forex losses in Nigeria due to significant naira devaluation (R21bn).

Share of results of associates and joint ventures after tax
Solid performance from Iran and improved performance in Iran Internet Group (IIG).

Income tax expense
Lower tax is mainly driven by decline in PBT, mainly in Nigeria due to increase in forex losses from significant devaluation in the naira.

Increase in reported GETR largely due to Sudan current year losses, and unrecognised deferred tax asset in head office.

HEPS
Decreased by 72.3% to 315 cents (2022: restated: 1 137 cents). HEPS were negatively impacted by net non-operational and once-off items amounting to -888 cents (2022: restated -192 cents).

Statement of financial position

Increase in total assets influenced by application of hyperinflation accounting in MTN Ghana

(Rm)	2023	2022 Restated	% change
Property, plant and equipment	**117 197**	108 776	7.7
Intangible assets and goodwill	**74 813**	50 277	48.8
Right-of-use assets	**48 207**	44 095	9.3
Other non-current assets	**49 771**	44 026	12.9
Mobile Money deposits	**49 418**	38 661	27.8
Other current assets	**88 418**	96 158	(8.0)
Non-current assets held for sale	**6 890**	3 358	105.2
Total assets	**434 714**	385 351	12.8
Total equity	**150 183**	119 639	25.5
Interest-bearing liabilities	**55 925**	65 781	(15.0)
Lease liabilities	**54 378**	49 830	9.1
Mobile Money payables	**50 173**	39 273	27.8
Other liabilities	**116 063**	107 727	7.7
Liabilities directly associated with non-current assets held for sale	**7 992**	3 101	NM
Total equity and liabilities	**434 714**	385 351	12.8

COMMENTARY

Intangible assets and goodwill
Increase in intangible assets is primarily due to spectrum acquisition from MTN South Africa, MTN Nigeria and hyperinflation accounting in MTN Ghana.

Right-of-use assets
Increase in right-of-use assets MTN Cameroon and MTN Côte d'Ivoire due to renewal of lease contract.

Lease liabilities
Increase resulting from MTN South Africa, MTN Nigeria, MTN Cameroon and MTN Côte d'Ivoire renewal of contract.

Other current liabilities
Increase driven by MTN Ghana, MTN Benin, MTN Liberia and MTN Uganda.

Certain information presented in these key financial tables, including constant currency financial information, constitutes pro forma financial information.

The responsibility for preparing and presenting the pro forma financial information as well as the completeness and accuracy of such information is that of the directors of the company. This is presented for illustrative purposes only. Because of its nature, the pro forma financial information may not fairly present MTN's financial position, changes in equity, and results of operations or cash flows. The pro forma financial information and selected constant currency financial information contained in these key financial tables has been reported on by the Group's auditor (Ernst & Young Inc) who has issued auditor's assurance reports thereon and their unmodified auditor's assurance reports prepared in terms of ISAE 3420 are available for inspection upon request to Investor.Relations@mtn.com at the company's registered office.

Constant currency information has been presented to remove the impact of movement in currency rates on the Group's results and has been calculated by translating the prior financial reporting period's results at the current period's average rates.

Key financial tables continued

Selected cash flow information

Lower free cash flow impacted by dividends paid out and spectrum costs

(Rm)	2023	2022	% change
Cash generated from operations	**93 127**	94 247	(1.2)
Dividends received from associates and joint ventures	**228**	371	(38.5)
Net interest (paid)/received	**(13 473)**	(12 544)	7.4
Tax paid	**(15 824)**	(13 953)	13.4
Cash generated by operating activities	**64 058**	68 121	(6.0)
Acquisition of property, plant and equipment and intangible assets	**(46 798)**	(45 812)	2.2
Movement in investments and other investing activities	**(5 457)**	2 376	(3 297)
Cash used in investing activities	**(52 255)**	(43 436)	20.3
Dividends paid to equity holders of the company	**(5 963)**	(5 414)	10.1
Dividends paid to non-controlling interests	**(3 776)**	(3 689)	2.4
Other financing activities	**254**	(8 316)	103.1
Cash used in financing activities	**(9 485)**	(17 419)	(45.5)
Cash movement	**2 318**	7 266	(68.1)
Cash and cash equivalents at the beginning of the year	**43 634**	39 019	11.8
Effect of exchange rates and net monetary gain	**(8 814)**	(2 105)	318.7
Cash classified as held for sale	**(583)**	(546)	6.8
Cash and cash equivalents at the end of the period	**36 555**	43 634	(16.2)

COMMENTARY

Cash generated from operations
Decline due to increase in interest paid in MTN Ghana and tax paid in MTN Holdings and MTN Nigeria.

Net interest paid
Increase due to MTN Holdings and MTN Nigeria, as a result of an increase in borrowings in the entities.

Tax paid
The increase in taxes paid is mainly due to MTN Ghana's prior year tax credit and translation impact.

Dividends paid to equity holders of the company
Dividend of declaration of 330cps for FY 2023.

Exchange rates
Mainly due to the devaluation of the naira.

Operational performance summary

South Africa

Navigating a challenging South African trading environment

MTN SA delivered a resilient performance in a challenging 2023, with an attestable quarterly recovery in key indicators, demonstrating the benefits of its investment in network resilience.

South Africa's economy grew by just 0.1% in Q4, bringing the full-year growth to 0.6%. Inflation averaged 6.0% in the year (2022: 6.8%), although the trend moderated in H2, recording 5.1% in December 2023 (December 2022: 7.2%). The US dollar appreciated by an average of 12.5% against the rand, which impacted the cost of imports and also fed into inflation. 2023 experienced more intense power outages, with a total of 335 loadshedding days compared to 205 in 2022.

Against this backdrop, MTN SA continued to invest in the resilience of its network, strengthening its operations and supporting resilient quarterly progression in service revenue growth in key verticals, driven by its customer-centric commercial strategy execution.

During the year, MTN SA invested R10.1 billion of capex (ex-leases), including its resilience plan to improve network availability in the context of increased loadshedding. By December 2023, MTN SA's network availability had improved significantly and ahead of schedule, to approximately 95%. This translated into an improvement in customer satisfaction, with the NPS on network recording a notable increase. Our efforts have narrowed the gap to the competition, propelling us to gain network leadership in key regions such as Gauteng, Eastern Cape and KwaZulu-Natal.

Network resilience supported progressive quarterly performance improvements

The improved network availability promoted and enhanced customer experience, enabling MTN SA to drive its commercial strategy to support revenue growth.

This was underpinned by a 2.4% increase in subscribers to 37.4 million, with net additions of 893k for the year. The number of postpaid subscribers grew by 4.4% for the year, reaching 4.1 million (excluding telemetry). Prepaid customers increased by 0.3% to 28.3 million.

Data remained the primary driver of growth, accounting for 47.8% of MTN SA's service revenue and growing by 7.4% for the year. This was driven by an 8.0% increase in active data subscribers to 20.4 million, as well as a 27.7% growth in network traffic.

MTN South Africa

Service revenue increased by **2.5%**

Data revenue increased by **7.4%**

Capex of **R15.7bn** on IFRS 16 basis (R10.1bn ex-leases)

Wholesale revenue increased by **13.4%** (including incoming voice revenue)

Outgoing voice revenue declined by **12.1%**

Enterprise revenue increased by **15.9%**

EBITDA margin decreased by 3.1pp to **36.1%** (down 2.6 percentage points to 35.9%, excluding gain on disposal of towers)

Fintech revenue decreased by **14.7%**

EBITDA decreased by **5.8%** (down 4.4%, excluding gain on disposal of towers)

An active prepaid data subscriber now consumes an average of 3.0GB of data a month (up 15.0% YoY); an active postpaid data subscriber uses an average 16.5GB (up 29.6% YoY).

Consumer postpaid service revenue grew by 2.8% for the year, supported by the sustained uplift in data consumption and price-up initiatives. MTN SA delivered steady growth in the residential business, introducing new home propositions (including MTN Fibre) while expanding and diversifying the sales channel. This sustained the customer base and revenue growth.

Consumer prepaid service revenue decreased by 2.8%. In Q4, the softer decline of 1.8% showed a pleasing improvement in trend versus the 2.0%, 2.3% and 5.0% declines recorded in Q3, Q2 and Q1, respectively. Focusing on customer experience excellence, we have made significant progress in product rationalisation and improvements in customer journeys.

Outgoing voice revenue declined by 12.1% for the year (11.9% decline including incoming voice revenue). However, the trajectory over the year was encouraging, with the Q4 decline of 9.9% showing a notable improvement compared to the declines of 10.7%, 11.7% and 16.0% in Q3, Q2 and Q1, respectively.

In addition to the quarterly improvement in network availability, this improvement in voice performance was also enabled by an acceleration in Xtratime penetration, which reached 36% in Q4, up from 26% in Q3, 25% in Q2 and 24% in Q1.

CVM initiatives continued to gain traction with personalised bundle offerings now available on 12 platforms. CVM bundle penetration progressed steadily through 2023, rising to 29% in Q4 2023 (Q4 2022: 22%).

The **enterprise** business continued to achieve double-digit service revenue growth, with 15.9% for the year. This was driven by the ICT business, while the digital mobile advertising and core mobile businesses continued to benefit from strong data product propositions as well as distribution channel expansion.

The **wholesale** business sustained double-digit revenue growth, with an increase of 13.4% (including incoming voice revenue) for the year building on a strong base. Excluding incoming voice, wholesale revenue increased by 20.9%. MTN SA's national roaming revenue rose by 26.1%, driven by Cell C revenues as well as the steady scaling of the multi-year national roaming agreement with Telkom.

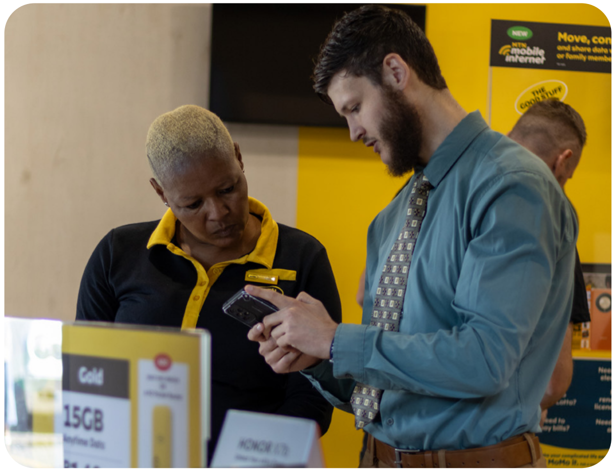
Operational performance summary continued

The **fintech** business grew service revenue by 14.7%. We expanded our platform capabilities significantly in H1 including small to medium enterprise financial solutions and launched MoMo 2.0 in Q3. We also focused on driving advanced services, encompassing international remittances, Point of Sale and funeral cover to name a few.

MTN SA's **EBITDA** declined by 5.8%, including the once-off gain from the disposal of SA towers; excluding this effect, EBITDA declined by 4.4% YoY. The EBITDA margin of 36.1% was 3.1pp lower YoY (down 2.6pp to 35.9%, excluding the gain on disposal of SA towers). The result was also impacted by voluntary severance package provisions of R162 million, which when further adjusted for, FY 2023 EBITDA would have decreased by 3.6% and margin would have been 2.2pp lower to 36.3% (i.e. excluding both gain from disposal of SA towers and impact of VSP provision).

EBITDA was impacted by top-line pressures, as well as higher power and other network-resilience-related costs. We continued with our cost optimisation drive to safeguard profitability and cash flows, underpinned by the EEP. This enabled us to absorb some of the macroeconomic shocks experienced during the year.

MTN SA deployed **capex** of R10.1 billion (ex-leases), at an intensity of 19.5%, which enabled the investment in network resilience and capacity. Including IFRS 16 leases, capex was R15.7 billion. During the year, MTN SA delivered R5.4 billion in cash release initiatives, which helped mitigate the pressure on cash flows.



Nigeria

MTN Nigeria delivered a resilient set of annual results in a challenging environment and impacted by significant devaluation of the local currency. In this context, the operating performance remained solid with good underlying commercial momentum.

Service revenue was up 22.1%* in line with medium-term growth guidance, with a growth acceleration in Q4 to 25.0%*. The main driver of growth was data revenue, with voice growth remaining solid.

Voice revenue increased by 10.2%*, benefiting from the expansion of the mobile subscriber base and higher usage resulting from CVM activities and redesigned voice offerings.

Data revenue rose by 38.6%* (up 48.7%* in Q4) driven by revamped data bundle offerings and considerable investments. This underpinned a 28.5% increase in data usage to 8.2GB and 44.9% growth in traffic on the network. As at December 2023, MTN Nigeria's 4G network covered 81.5% of the population (2022: 79.1%) and 5G covered 11.3%. Smartphone penetration increased to 55.6%, up 4.1pp YoY.

Fintech revenue increased by 3.7%*, largely attributable to Xtratime. MTN Nigeria added 3.3 million active wallets to close the year at 5.3 million, despite the challenges experienced due to NIN requirements for KYC introduced in Q4. MoMo PSB revenue growth of 8.1%*, with an expansion in the ecosystem where active agents and merchants grew to over 326k (up 46.0% YoY) and 324k, respectively. Transaction volume grew by 49.2% YoY, underpinned by the key ecosystem metrics, which all accelerated in Q4.

The **digital** business, which recorded revenue growth of 65.6%*, gained traction through the optimisation of its services. This underpinned the increase in the number of active users of digital services, with rich media subscriptions — excluding ayoba — growing by 57.2% to reach about 8 million. Ayoba saw a 65.6% increase in monthly active users to reach 8.6 million by year-end.

Revenue from the **enterprise** business rose by 45.3%*, on increased uptake of communication and ICT services by enterprises and public sector institutions. Mobile and fixed connection services were the main revenue drivers, fuelled by onboarding of new customers, enhanced offers and growing usage.

The combined effects of naira devaluation and the once-off provision for the Federal Inland Revenue Service (FIRS) VAT assessment resulted in **opex** growth of 39.8%. Excluding these effects, opex increased by 24.5%*.

MTN Nigeria recorded **EBITDA** growth of 14.2%*, while the EBITDA margin declined by 3.6pp* to 49.7%*. The result was impacted by naira devaluation, higher general inflation and energy costs, and the introduction of the 2023 Finance Act VAT on tower leases. Adjusting for the effects of naira devaluation (2.8pp*) and the provision for FIRS VAT assessment (0.9pp*) in particular, the EBITDA margin for FY 2023 would have been 53.4%* (Q4 2023: 53.8%*).

Overall, MTN Nigeria recorded a loss after tax of R2.4 billion. Adjusting for net forex losses, PAT would have been R11.6 billion (down by 3.4%). Further adjusting for the impact of naira devaluation in opex and the once-off provision for the FIRS VAT assessment, PAT would have been up by 12.0% to R13.5 billion. MTN Nigeria generated strong adjusted free cash flow of R20.1 billion, up 22.0%.

MTN Nigeria

Service revenue increased by **22.1%**

Data revenue increased by **38.6%**

Voice revenue increased by **10.2%**

Digital revenue increased by **65.6%**

EBITDA increased by **14.2%**

Capex of **R16.8bn** on IFRS 16 basis (R12.7bn ex-leases)

Fintech revenue increased by **3.7%**

EBITDA margin decreased by 3.6pp to **49.7%**

Operational performance summary continued

Southern and East Africa (SEA) region

The **SEA** region delivered service revenue growth of 17.4%*, YoY, supported by strong growth in data (up 24.3%*), fintech (up 21.4%*) and voice revenue (up 11.4%*) as well as an increase in subscriber numbers by 7.5% YoY to 39.2 million. The annual blended inflation in SEA averaged 10.0%, compared to 14.3% in 2022.

MTN Uganda reported service revenue growth of 16.1%* YoY, underpinned by continued momentum in voice (up 11.6%*) and solid performances from data (up 21.6%*) and fintech (up 17.6%*). The subscriber base grew by 13.3% to 19.5 million. The performance was boosted by the customisation of customer packages through improved CVM offers as well as a revised approach to our regional distribution network, which drove higher traffic.

Data revenue was supported by YoY increases of 22.5% and 49.6% in active data users and data traffic, respectively. The increase in data consumption came on the back of improvements in network speeds following the additional spectrum deployment in the 700MHz, 2300MHz and 2600MHz bands allowing for a better user experience.

Fintech active users were up 10.5% to 12.1 million, which drove transaction volume growth of 30.8% to 3.4 billion. MTN Uganda's ecosystem development was also pleasing, where the active agent and merchant networks expanded by 10.0% (to 170k) and 68.7% (to 292k), respectively.

MTN Uganda's EBITDA increased by 16.2%*. The EBITDA margin held steady at 51.3%*, underpinned by solid top-line growth and focused operational efficiency.

MTN Rwanda reported 6.5% YoY growth in the subscriber base to 7.3 million despite a slowdown in economic growth, elevated inflation and regulatory hurdles. Service revenue grew by 11.3%*, owing to top-line growth in data (up 21.5%*), fintech (up 30.3%*) and enterprise (up 15.1%*).

Data revenue sustained its strong growth momentum, driven by a 14.3% increase in active data users and a 20.8% YoY increase in data traffic – this was boosted by the launch of MTN Rwanda's own 4G network during the year. Commercially, the business drove user engagement and usage through introduction of our affordable, competitive and customised data packages.

Fintech revenue maintained solid YoY development underpinned by a 13.9% expansion of the active user base and 30.3% growth in transaction volumes to 1.9 billion. MTN Rwanda's advanced service revenue rose by 69.5%, supported by continued broadening of its agent and merchant bases (up 8.6% and 138.8%, respectively).

MTN SEA

Service revenue increased by **17.4%**

Data revenue increased by **24.3%**

Voice revenue increased by **11.4%**

Digital revenue increased by **54.5%**

EBITDA increased by **16.3%**

Capex of **R6.0bn** on IFRS 16 basis (R4.4bn ex-leases)

Fintech revenue increased by **21.4%**

EBITDA margin decreased by 0.5pp to **46.0%**

MTN Rwanda reported EBITDA growth of 3.6%* and an EBITDA margin of 46.3%* (down 3.5pp YoY). EBITDA was impacted by a zero-mobile termination rate (MTR) directive from the regulator in Q4, which affected interconnect revenue. There was some mitigation from the launch of MTN Rwanda's own 4G network in July 2023, which reduced data cost of sales and enabled more efficient network expansion.

Overall, the SEA portfolio reported a 0.5pp* decline in the blended EBITDA margin to 46.0%*.

Operational performance summary continued

West and Central Africa (WECA) region

The **WECA** region delivered service revenue growth of 13.5%* largely driven by data (up 24.7%) and fintech (up 28.6%). Active data subscribers increased by 11.5% to 35.7 million and active MoMo users increased by 7.4% to 35.1 million. The average blended inflation for the region was 17.4% in 2023, compared to 14.1% in 2022. Excluding Ghana, the WECA region's service revenue growth was 4.1% compared to blended inflation of 5.0%.

MTN Ghana continued to be a meaningful contributor to the Group's performance. Against a macro-environment that remained challenging – with inflation averaging 40.3% in the year, and the cedi depreciating by 34.5% against the US dollar in 2023 – this outcome was achieved through well-executed commercial strategies, pricing initiatives and focused investment in the network.

Service revenue grew by 35.0%* supported by a solid voice performance, and strong growth in data and fintech notwithstanding the impacts of a regulatory directive to block non-compliant SIMs from the network.

Voice revenue increased by 9.0%*, supported by optimised and customer-centric CVM initiatives, pricing initiatives and improved network coverage. The contribution of voice to total service revenue declined from 33.1% to 26.8%, as customer behaviour continued to evolve in line with global trends.

Data revenue rose by 51.3%*, a robust data performance driven by a 14.0% YoY increase in active data subscribers as well as data pricing initiatives and well-positioned offers in the market. Data demand continued to grow as megabytes (MB) consumed per active user per month grew by 19.3% and data traffic increased by 36.1%. The growth in demand was supported by various commercial interventions coupled with investments in network infrastructure to offer high-speed data services to homes and mobile subscribers.

The **fintech** business reported revenue growth of 46.4%* with pleasing growth in active users (up 20.1%). The outcome was further supported by partnerships with various financial institutions, agents and merchants, which enabled continued expansion of the fintech ecosystem and strong growth in advanced services, whose contribution to fintech revenue grew to 24.8% from 21.8% in 2022.

Digital revenue decreased by 4.5%* YoY, however, due to ongoing efforts to enhance customer experience, as well as to rationalise the digital product portfolio, H2 growth accelerated to 18.2%. The number of active digital subscribers increased by 28.6% YoY, reaching a total of 4.6 million. Our primary focus is on improving the myMTN application and expanding the music and game offerings on ayoba.

MTN WECA

Service revenue increased by **13.5%**

Data revenue increased by **24.7%**

Voice revenue increased by **0.9%**

Digital revenue increased by **7.8%**

EBITDA increased by **22.8%**

Capex of **R21.8bn** on IFRS 16 basis (R10.8bn ex-leases)

Fintech revenue increased by **28.6%**

EBITDA margin decreased by 3.0pp to **40.8%**

EBITDA increased by 39.6%* YoY, with the margin increasing by 1.9pp to 58.4%*, due to the top-line growth and ongoing efficiencies. There was a benefit to the EBITDA performance from reversing provisions relating to the TMTA agreement, which was only renewed in December 2023. Adjusting for this, would result in an EBITDA margin of 56.1%*.

MTN Côte d'Ivoire has had a tough year with a stable service revenue outcome (up marginally by 0.1%* YoY). The regulatory environment remained challenging, exacerbated by increased price-based competition in the market.

The result was negatively affected by a decline in voice revenue (down 6.1%*) in the market driven by the removal of the pricing framework by the regulator in April 2023, which led to price dilution. Data revenue growth also slowed (up 10.1%*) due to longer lead times in network rollout arising from tower lease contract renewals and equipment logistics bottlenecks.

Fintech revenue increased by 0.8%*, impacted by lower monthly active users (MAU) (down 29.3% to 4.8 million). This was due to interventions to clean up the user base. More encouragingly, development of the overall ecosystem remained steady with transaction volumes up by 18.0% to 1.1 billion.

More broadly, price repair initiatives in the sector are key focus in Côte d'Ivoire, with engagements underway with relevant authorities in the country. These discussions, along with aggressive commercial interventions, are anticipated to drive a steady recovery of the business over time.

MTN Côte d'Ivoire's EBITDA margin declined slightly by 0.2pp* to 32.9%*, reflecting the macroeconomic and competitive pressures on the business. The impacts were mitigated by expense efficiencies realised in the year.

MTN Cameroon reported solid service revenue growth of 10.9%* and maintained leading market share in a challenging and highly competitive environment. CVM initiatives continued to drive solid growth in data (up 20.1%*) and fintech (up 25.4%*) revenue, despite increased pricing competition in the market. The EBITDA margin for MTN Cameroon improved by 2.2pp* to 37.8%*, driven by strong top-line growth and expense efficiencies.

WECA reported a 22.8%* increase in EBITDA and a blended EBITDA margin of 40.8%*, up by 3.0pp*. Excluding MTN Ghana, the WECA markets reported a 1.3pp* increase in the blended EBITDA margin to 30.8%*.

Operational performance summary continued

Middle East and North Africa (MENA) region

The difficult trading conditions in the MENA region affected service revenue, which fell by 8.7%* YoY. Excluding MTN Irancell, the overall subscriber base fell by 23.3% to 11.6 million and the number of active data users fell by 30.2% to 3.6 million.

MTN Sudan's service revenue decreased by 12.3%* YoY. The situation in the country remained volatile in 2023 given the ongoing conflict in the country and high inflation. As a result, EBITDA margin declined by 21.7pp* to 30.6%*. These effects were mitigated by revenue recovery initiatives, which were supported by expense efficiency measures as well as the restoration of the network where it was safe to do so.

MENA reported a blended EBITDA margin of 29.5%*, down by 12.2pp*, mainly affected by the conflict in Sudan.

Associates, JVs and investments

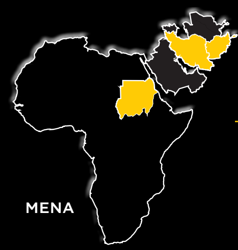
Telecoms operations

MTN Irancell, our equity-accounted JV, delivered service revenue growth of 34.5%*, supported by increased data usage. Solid data revenue of 15.9%* was supported by a 9.8% increase in usage, higher effective pricing and a 6.1% increase in active data subscribers. The EBITDA margin declined by 0.5pp* to 41.1%* due to opex pressures as a result of currency depreciation.

E-commerce investments

The **Iran Internet Group** continued its strong performance in the 12 months to December 2023. Ride-hailing app, Snapp remained the market leader, ranking among the top ride-hailing apps globally and reaching 4.7 million daily rides compared to 3.7 million rides in 2022. Last-mile delivery service, Snappbox also remained the market leader with revenue up 97% YoY and daily orders increasing by 28% YoY to almost 390k. Food delivery app, Snappfood grew revenue by 94% YoY and remained the largest player in the country.

MTN MENA



Service revenue decreased by **8.7%**

Data revenue decreased by **9.6%**

Voice revenue decreased by **8.8%**

Digital revenue increased by **14.5%**

EBITDA decreased by **35.6%**

Capex of **R1.6bn** IFRS 16 leases (R1.5bn ex-leases)

Fintech revenue increased by **17.1%**

EBITDA margin decreased by 12.2pp to **29.5%**

Audit Committee Chair's review

"In an evolving and complex landscape across multiple jurisdictions, safeguarding MTN's assets is paramount. Continuing to enhance our financial stewardship is key. We aim to elevate the maturity of our disclosures, ensuring transparency, accuracy and reliability."

Key features of 2023

In addition to the standing items on our annual agenda, we:

- Monitored progress on implementation and standardisation of key controls to further enhance the overall control environment. This included understanding finance operating model's maturity levels; developing an internal control framework; launching an initiative to optimise control processes in six Opcos; and fast-tracking implementation of cloud enterprise resource planning (ERP).
- Strengthened effectiveness of internal controls and internal financial controls.
- Considered management's assessment of identified accounting matters and evaluated AFS restatements, as well as disclosure and related stakeholder engagement. Reviewed root cause analysis as well as corrective actions to mitigate risks in future.
- Provided oversight and guidance on salient matters reported quarterly by audit committees of Group Opcos.
- Reviewed progress on implementation of enterprise cloud solution across Group's footprint.
- Considered ERP set-up and readiness for the implementation of UAE corporate tax.
- Reviewed internal audit and forensic services governance structures, approving their separation.

Key focus areas for 2024

In addition to our annual statutory and governance responsibilities, we shall:

- Consider the potential benefits of robotic process automation for key finance processes and controls.
- Continue to review the implementation of the enterprise cloud solution, the delivery of additional functionality, enhancements to platform performance management and incident resolution and the decommissioning of some legacy platforms.
- Ensure continuous improvement of the separate governance structures for Group Fintech and Bayobab, and enhancements to the related risk and control and compliance capabilities.
- Enhance specialised finance skills across the Group and strengthen centres of excellence of key finance functions.
- Strengthen internal controls to avoid future restatements due to error.

Note: For details of the committee's work in 2023, see the full audit committee report in the AFS.

Chair
Sindi Mabaso-Koyana
CA(SA)

Members	Meetings Scheduled	Meetings Special
Sindi Mabaso-Koyana	4/4	5/5
Noluthando Gosa	4/4	5/5
Nosipho Molope^	4/4	4/5
Tim Pennington	4/4	5/5
Vincent Rague#	4/4	3/5

All members are independent non-executive directors.

Special meetings are scheduled on an ad hoc basis and at short notice to address urgent matters. Due to the nature of these meetings, it is not always possible for all directors to attend.

By invitation: Chair of the Audit Committee, Group President and CEO, Group Chief Financial Officer, Group Chief Risk Officer, Group Chief Operating Officer and the external auditor.

Mandate:
The committee assists the Board in discharging its duties by independently monitoring the strength of the operational, financial and control processes. These include internal financial controls and ensuring that assurance services and functions enable an effective control environment and that these support the integrity of information produced in compliance with applicable legal and regulatory requirements.

Finance and Investment Committee Chair's review

"The committee reviewed a large number of significant transactions, major contracts and financing transactions. The committee diligently challenged management and was able to report and recommend to the Board around the various matters considered, enabling the Board to fulfil its oversight of the strategic execution of the Group."

Key features of 2023

- Considered and approved:
  - Fintech strategic investment by Mastercard of up to US$200 million.
  - Disposal of MTN Afghanistan.
  - Renewal of tower contracts approaching expiry.
  - Acquisition of spectrum assets.
  - Renewal of fintech system contract.
  - Proposals for additional capital investment and operational expenditure where it exceeded approved budgets.
  - The medium-term funding strategy.
  - The investment framework including the criteria for the application of WACC across the Group.
- Provided oversight on:
  - Middle East market exit process.
  - Smaller markets exit process.
  - Various localisation share transactions.
  - Various market consolidation opportunities.
  - Various new market opportunities.
  - Structural separation process.
- Ensured all the opportunities considered followed a strict financial criteria and risk assessment in line with our disciplined capital allocation framework.

Key focus areas for 2024

+ Remain committed to our disciplined capital allocation framework.
+ Consider selective M&A and business development opportunities, aligned to our investment case, as well as strict risk and financial criteria.
+ Review and approve the Group funding plan.
+ Oversee:
  - The setup of the Group fintech holding company and its work to secure strategic partners to support the accelerated growth of the business
  - The case for new market expansion opportunities
  - The case for in-country market consolidation opportunities.
  - Further Opco licence renewals.

Chair
Tim Pennington

Members	Meetings Scheduled	Meetings Special
Tim Pennington	4/4	3/3
Noluthando Gosa	4/4	3/3
Sindi Mabaso-Koyana	4/4	2/3
Lamido Sanusi	4/4	3/3
Nosipho Molope	4/4	2/3

All members are independent non-executive directors.

Special meetings are scheduled on an ad hoc basis and at short notice to address urgent matters. Due to the nature of these meetings, it is not always possible for all directors to attend.

By invitation: Chair of the Audit Committee, Group President and CEO, Group Chief Financial Officer, Group Chief Risk Officer, Group Chief Operating Officer and the external auditor.

Mandate:
The committee was constituted to assess all investment cases against a predetermined set of criteria to ensure the viability and feasibility of the investment. The focus is assessing the key risks and returns, applying the appropriate capital allocation, and ensuring necessary mitigation controls are implemented. This includes requirements for capital expenditure, funding strategies and M&A activities.

Our *Ambition 2025* strategy

Three years into the execution of our *Ambition 2025* , we are still driven by our intent to lead digital solutions for Africa's progress by harnessing the power of MTN – our leading brand, broad presence and skills, connectivity infrastructure and technology platforms.

Strategic intent: *Ambition 2025* 'Leading digital solutions for Africa's progress'

Build the largest and most valuable platforms

We are building the largest and most valuable platforms and creating a marketplace that supports cashless and digital economies through affordable, inclusive, understandable and comprehensive financial services.

Our platforms are the drivers of innovation and growth. Some will be structurally separated as they scale within different regulatory domains, unlocking and crystallising shared value for all stakeholders.

Drive industry-leading connectivity operations

In our connectivity business, we are focused on protecting the voice segment through integrated bundle offerings; doubling consumer mobile data; owning the home; being the leading FibreCo in Africa; and achieving a step change in efficiencies and service levels.

We aim to provide increased access by reducing the cost to communicate and advancing digital inclusion.

Create shared value

Creating shared value is integral to the sustainability of our business and our markets. MTN's strategy is premised on our belief that we have a genuine opportunity to play a positive and meaningful role in creating a sustainable and inclusive world.

Accelerate portfolio transformation

There are three elements in our work to accelerate portfolio transformation. The first is executing on the ARP and deleveraging the balance sheet. The second is to continue to exit the Middle East in an orderly fashion, allowing us to simplify the business. The third is to reveal the value in fintech and the fibre infrastructure assets.

Ambition 2025 targets

Fintech
- ▷ 100m MoMo users
- ▷ High 20% to low 30% fintech service revenue growth

Digital including ayoba
- ▷ 100m ayoba users

Enterprise services revenue
- ▷ R30bn

NaaS
- ▷ Secure more roaming deals

Chenosis
- ▷ Leading developer accelerator platform across Africa

Data
- ▷ 200m active users

Voice
- ▷ 300m subscribers

OTH
- ▷ 10m home users

FibreCo
- ▷ Fibre footprint >- 135 000km

Doing for planet
- ▷ Net Zero by 2040

Doing for people
- ▷ 95% broadband coverage

Doing it right
- ▷ 75% Reputation Index Survey score

Doing for growth
- ▷ R159bn contribution

ARP
- ▷ ARP proceeds >R25bn

Portfolio transformation
- ▷ Orderly exit from the Middle East

Reveal value of assets
- ▷ Separate FibreCo and fintech infrastructure

Relevant capitals

Natural | Financial | Intellectual | Human | Manufactured | Social

Relevant material matters

MM 1 | MM 2 | MM 3 | MM 4 | MM 5 | MM 7 | MM 8 | MM 9 | MM 10

Our strategic performance dashboard

In 2023, we accelerated the execution of our *Ambition 2025* strategy to shape the MTN of tomorrow.

Our KPIs are used to measure our performance aligned to our four strategic priorities. Although our strategic priority targets are for 2025, executive remuneration is dependent on delivery every year against annual goals towards achieving these 2025 KPIs. For more information, see pages 102 to 143 in the Remuneration Report.

Build the largest and most valuable platforms

pg 72

Objectives	How we measure success – *Ambition 2025*	Performance 2022	Performance 2023
Pivot from 'product' to 'platform' play	300m subscribers	290m	**295m**
	200m data users	137m	**150m**
	100m MoMo users	69.1m	**72.5m**
	100m ayoba users	21.7m	**35.8m**
	High 20% to low 30% growth in fintech service revenue	8.9%	**10.0%**
	NaaS – secure more roaming deals	Roaming deals – Cameroon, Ghana	**Roaming deals in eight countries**

Drive industry-leading connectivity operations

pg 80

Objectives	How we measure success – *Ambition 2025*	Performance 2022	Performance 2023
Doubling of consumer mobile data	200m active data users	137m	**150m**
Own the Home (OTH)	10m homes	2.4m	**3.8m**
Leading FibreCo in Africa	Fibre footprint >135 000km	~105 000km	**114 000km**
Digital transformation | Step change in efficiencies and service levels	>R5bn of expense savings off 2020 base	R2.7bn of savings in 2022, R6.4bn since 2020	**R2.6bn (vs R1.5bn target for FY 2023)**

Create shared value

pg 86

Objectives	How we measure success – *Ambition 2025*	Performance 2022	Performance 2023
Step change in ESG positioning of the Group	Top quartile ESG ratings	Improving	**Improving, refer to page 87**
Broad-based ownership and inclusion across markets	Localisations:		
	– MTN Nigeria (localise 35%)	–	**–**
	– MTN Ghana (localise 30%)	1.2% sold	**–**
	– MTN Uganda (localise 20%)	–	**–**
	– MTN Rwanda	–	**–**
	aYo partnership	50% sold	**–**
Sentiment shift through stakeholder management efforts	MTN reputation >75%	79.6 %	**79.5%**
Continuous growth in contribution to society	Continue to contribute to society	~R149bn	**R159bn**
GHG emissions	~50% average reduction target by 2030 and Net Zero emissions by 2040	~13.9%^	**~13.1%†**
Broadband coverage	95% broadband coverage by 2025	88%	**89.2%**
Diversity and inclusion	50% female representation by 2030	40%	**40%**

Accelerate portfolio transformation

pg 88

Objectives	How we measure success – *Ambition 2025*	Performance 2022	Performance 2023
Execute on ARP and reduction of leverage Middle East exit	ARP proceeds >R25bn Orderly exit from Middle East	• R12.0bn gross proceeds in 2022; ~R19bn# since March 2020. • Signed sales and purchase agreement (SPA) for sale of MTN Afghanistan.	• Agreed to sell MTN's equity interests in MTN Guinea-Bissau and MTN Guinea-Conakry subject to conditions precedent. • In early 2024 we finalised the sale of MTN Afghanistan.
Reveal value of infrastructure assets and platforms	Fintech I fibreco separation	• Completed fintech inter-company agreements. • Progressed work on fibre asset separation.	• Mastercard agreed to invest US$200m for 4% of MTN Group Fintech. • Progressed work on fibre separation.

^ Excluding South Africa which was impacted by loadshedding.

ARP includes gross proceeds relating to Nigeria preference share redemption (R154m), Content Connect Africa (R9m), Jumia (R2 316m), Zambia localisation (R200m), BICS exit (R1 830m), Uganda localisation (R2 271m), Nigeria IPO (R4 228m), MTN SA Tower sales (R6 364m), Ghana localisation (R708m) and aYo (R680m).

~ Approximately US$25 million on a discounted basis.

† 41.8% including MTN South Africa.

Key:
Achieved annual targets
In progress

Our strategic performance

Build the largest and most valuable platforms

Fintech

In 2023, a key highlight was concluding an agreement for payment network processor Mastercard to invest up to US$200 million for a minority stake in MTN Group Fintech at a valuation of US$5.2 billion.

Sub-Saharan Africa growth opportunities through driving financial inclusion^

>65% Unbanked or underbanked in sub-Saharan Africa

~16% Of small and micro business able to use bank to finance working capital

~4% Adult population has access to formal credit

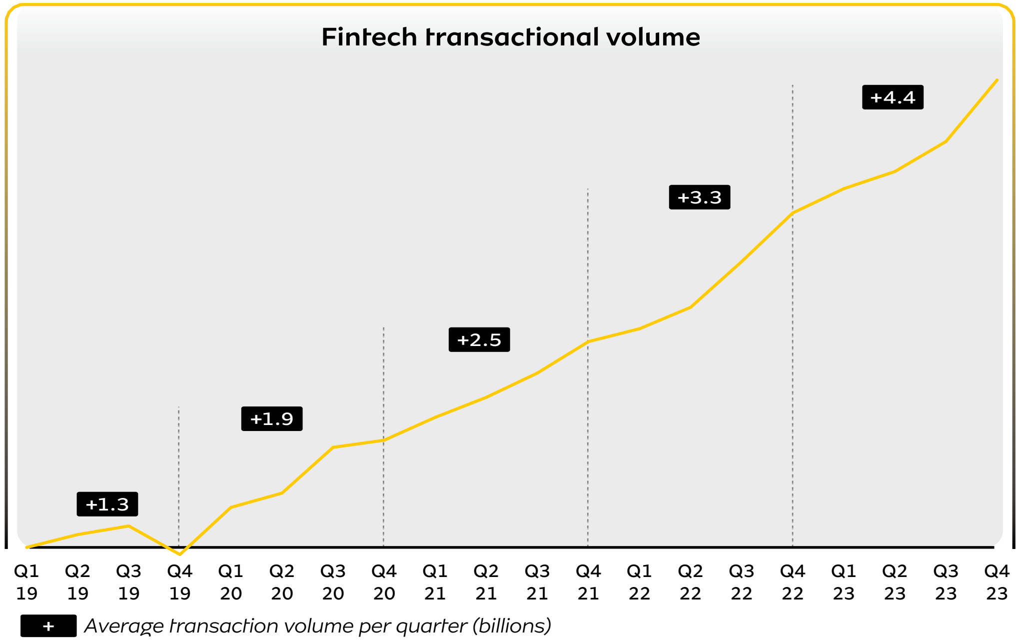
~3% Insurance penetration

>90% Of payments are still in cash

Unique MTN assets to leverage the opportunity

- Comprehensive understanding of user needs in Africa
- Multi-channel access to large user base
- Established agent presence in key markets
- Scaled fintech ecosystem
- Unique Experience and People combination in key industries

Structural demand for fintech services continues to grow



Our growth levers

- Acquisition of new customers
- Customer retention and loyalty programmes
- Product innovation
- Expand partnerships (non-exclusive)
- Geographic expansion

^ Sources: CB Insights; Fitch Solutions

Our strategic performance continued

Build the largest and most valuable platforms continued

Fintech

Performance in 2023

Group fintech revenue
+21.8%*

US$272.1bn
transaction value
+47.4%*

17.6bn
transaction volumes
+32.2%

Our offerings

Wallet
The wallet remains our core and has allowed us to leapfrog and drive advanced financial services through our other verticals.

1.3m
active agents
+5.4%

Payment and e-commerce
Our ecosystem grew strongly as we leveraged our consumer and merchant footprint.

2.1m
active merchants
+42.5%

US$16.1bn
value of merchant payments
+46.1%

Remittance
Growth was driven by more active corridors as well as focused marketing efforts and improved customer experience. We launched international remittance services in South Africa and Nigeria, providing a low-cost and real-time transfer service that enables customers to share in the benefits of formal financial services.

US$3.3bn
value of remittances
+44.4%

BankTech
We capitalised on our scaled mobile wallet business, rich data and customer footprint. Uganda and Ghana were the key drivers of performance with strong growth in loan users.

US$1.9bn
loans disbursed
+66.0%

Insurtech
aYo, within our strategic alliance, reported 6.1%* growth in revenue, driven by our focus on higher average revenue per policy, products with improved margins and new revenue streams. We are working to enable expansion into new markets and long-term sustainable growth. In South Africa, the partnership delivered pleasing growth in device insurance.

4.1m
active aYo policies
-4.7%

Strategic partnerships

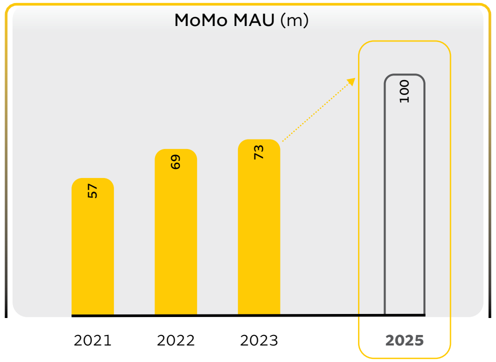
Mastercard, WorldRemit, terrapay, Sanlam, thunes, Flutterwave, Cellulant, Remitly, MoneyGram, onafriq, paystack, JUMO, Ecobank, OPTASIA, NCBA

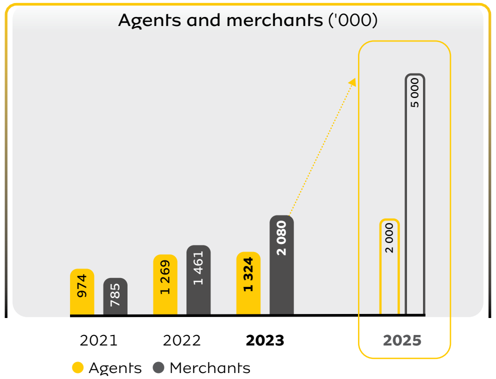
Doing more in 2024 (in the short term) ST

- Distribution transformation.
- Signed a renewed scope for partnership with Ericsson.
- Signed Mastercard commercial agreements.
- Empowered more businesses through OpenAPI to assist with bill payments and other collection services.
- Facilitated 644m OpenAPI transactions from over 2k partners
- "As-a-service" capabilities launch in key operations
- Expanded our lending partnerships

Doing more over the medium term MT

- Deploy full MoMo product offering and grow ecosystem in Nigeria
- Grow adoption of advanced services across the footprint
- Diversify payment use cases and services through MoMo API
- Continue roll-out of MoMoAdvance for consumers, agents and merchants
- Roll-out virtual card, powered by Mastercard partnership
- Continue piloting e-commerce operations in Uganda, Ghana, and Ivory Coast
- MoMoApp focus with MoMo becoming OTT (over-the-top)





Our strategic performance continued

Build the largest and most valuable platforms continued

Digital

The Digital business is building up MTN Group's content inventory of gaming, video on demand, and music. This content will then be linked through various MTN channels, such as ayoba and MoMo to reduce churn, manage our base and create loyalty. In this way we will be better able to monetise our offerings.

Africa's digital context and opportunity

Service penetration levels	Instant messaging apps	Subscription video-on-demand portals	Using music streaming	Online gaming
Sub-Saharan Africa	18%	0.3%	5%	7%
China	73%	63%	18%	26%
United States of America	66%	79%	37%	22%

Performance in 2023

Increased digital revenue by
10.0%*
to R3.5 billion, driven by Nigeria.

Gaming and Video grew by
26.8% and **30.8%**
respectively.

Expanded our digital services portfolio with partnerships such as Apple Music in Nigeria, Disney+ and Showmax in South Africa.

Focused on gaming, with the launch of MTN Gameworld, a Gameloft offering in Ghana, Côte d'Ivoire following South Africa and Nigeria.

Doing more over the medium term MT

- Enhance Play with super aggregator attributes.
- Launch new verticals and innovation play (e.g., Education, health, Home Security, Home Energy).
- Launch MTN TV to support fixed offers; launch MTN Studios.
- Investigate potential M&A opportunities.

Our strategic performance continued

Build the largest and most valuable platforms continued

ayoba

ayoba, our instant messaging super app, is one of the key channels through which we disseminate our digital services. Through the ayoba platform, we are able to give users across Africa an ecosystem of digital services and content through its channels, micro-apps and embedded payment solutions.

Performance in 2023

- **The introduction of improved communication tools, combined with a mix of top-notch global and local content spanning music, channels, games and services, resulted in a significant increase in user engagement.**
- **In 2023, significant progress was made in testing and implementing strategies for generating revenue, promoting products, and forming collaborations.**

ayoba has grown its MAU base in countries where MTN does not have GSM operations, highlighting its ability to expand as an over-the-top (OTT) service, particularly in regions like Kenya, Tanzania, Democratic Republic of the Congo (DRC), Egypt and Senegal.

Doing more in 2024 ST

- Focus on platform enablers, communication capabilities for businesses and features to facilitate platform monetisation.
- Scaling digital advertising is the key driver behind revenue growth in 2024.
- To accelerate growth and platform development, bringing in strategic partner(s) will be prioritised.

Doing more over the medium term MT

- Reach 100m active ayoba users by 2025.
- Launch of zero rated display advertising network across the continent, with new formats and positionings
- Expansion of territories in Africa

Launch of new gaming offering with MTN

- Inclusion of MTN Play across the continent
- Boost content offering with strong partnerships
- Focus on Platform offerings and revenue opportunities such as monetised APIs

35.8m active monthly users

303 124 average active monthly micro-app users

23 languages supported

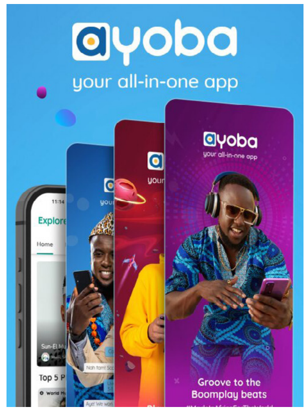
469 805 average monthly active gaming users

17 live markets

1 364 916 average active monthly channel users

MAU in top MTN markets (total 24m):

- Nigeria: **8.6m**
- Cameroon, Côte d'Ivoire, Ghana: **~3m**
- South Africa, Uganda, Zambia, Benin, Congo-Brazzaville, Sudan, South Sudan, Guinea-Conakry, Liberia, Rwanda, Eswatini: **0 – 2m**



MAU in top non-MTN markets (total 6m):

- DRC, Kenya, Tanzania: **2-3m**
- Other non-MTN markets: **3m+**

Our strategic performance continued

Build the largest and most valuable platforms continued

Enterprise services

MTN's Enterprise business strategy, centred on driving the adoption of enterprise platforms, is bolstered by the Group's emphasis on converged services solutions and platform transformation. Our Centre of Excellence, founded in 2021, is focused on enhancing capabilities in converged ICT solutions to further support our customers' digital transformation efforts and deliver added value.

Market opportunity
The addressable market has increased significantly since 2021, with ICT outpacing the traditional core services.

Connectivity ~R500bn^

Connectivity market sizing to 2025 (CAGR 2020-2025)

CAGR 2020-2025

Fixed
R227.2bn
1%

Mobile
R272.3bn
7%

ICT ~R733bn^

ICT market sizing to 2025 (CAGR 2020-2025)

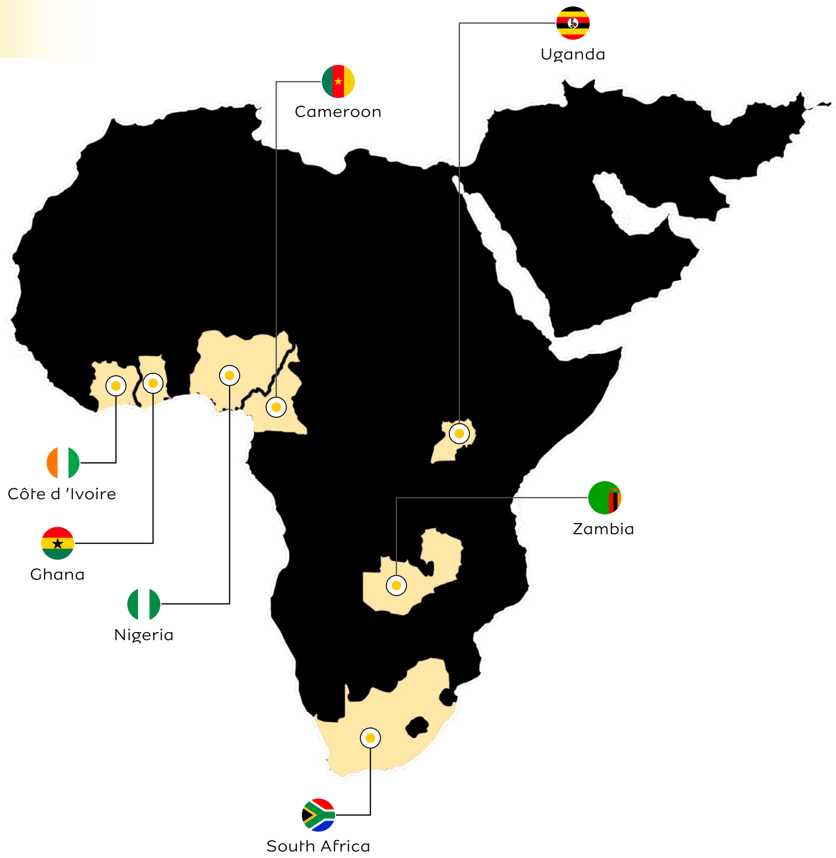
CAGR 2020-2025

Internet of Things
R263.2bn
15%

Cloud
R243.2bn
23%

Security
R114bn
10%

UCC
R112.2bn
14%



Sources: IDC and McKinsey MTN contracted research
^ Cumulative market size for 2020-2025 for our top six markets.

Our strategic performance continued

Build the largest and most valuable platforms continued

Enterprise services continued

Performance in 2023

Our emphasis on strategic initiatives and platform transformation, particularly in the realm of converged services solutions, was instrumental in achieving double-digit revenue growth.

Enterprise revenue up by

23.4%*

- South Africa up 15.9%
- Nigeria up 45.3%*

Revenue contribution by service:

- Mobility 79%
- Fixed and MNS 16%
- ICT 5%

90%*

of revenue generated in top seven markets

Top customers

Doing more in 2024 ST

- Accelerating the development of Converged Services to secure a larger share of the ICT market.
- Enhancing customer acquisition and retention in the SME sector.
- Deploying and expanding converged solutions that integrate Core Mobile and Fixed Services.
- Maximising digital transformation for SMEs, driving their growth and ours.
- Leveraging our private network and 5G capabilities to deliver industry-specific solutions.
- Refining our product offerings and distribution channels for optimal market penetration.
- Broadening our partner network to extend our enterprise reach and capabilities.
- Cultivating a high-performance culture that fosters collaboration and innovation.
- Maintaining our commitment to customer satisfaction and delivering exceptional value.
- Tracking and executing strategic initiatives with precision and focus.

Doing more over the medium term MT

- Continuing the execution of strategic initiatives aligned to EBU *Ambition 2025* strategy that drive our vision forward.
- Accelerating maturity with state-of-the-art operating models, frameworks and controls.
- Boosting brand visibility and strengthening our position in the enterprise space through targeted marketing efforts.
- Streamlining business processes and reducing costs by embracing digitisation and AI technologies.
- Collaborating with key stakeholders to fuel growth and expand our market presence.
- Transforming our operating model as we evolve from a traditional Telco to a Techno-centric business unit, shifting from product-focused to solution-oriented offerings.

Our strategic performance continued

Build the largest and most valuable platforms continued

NaaS

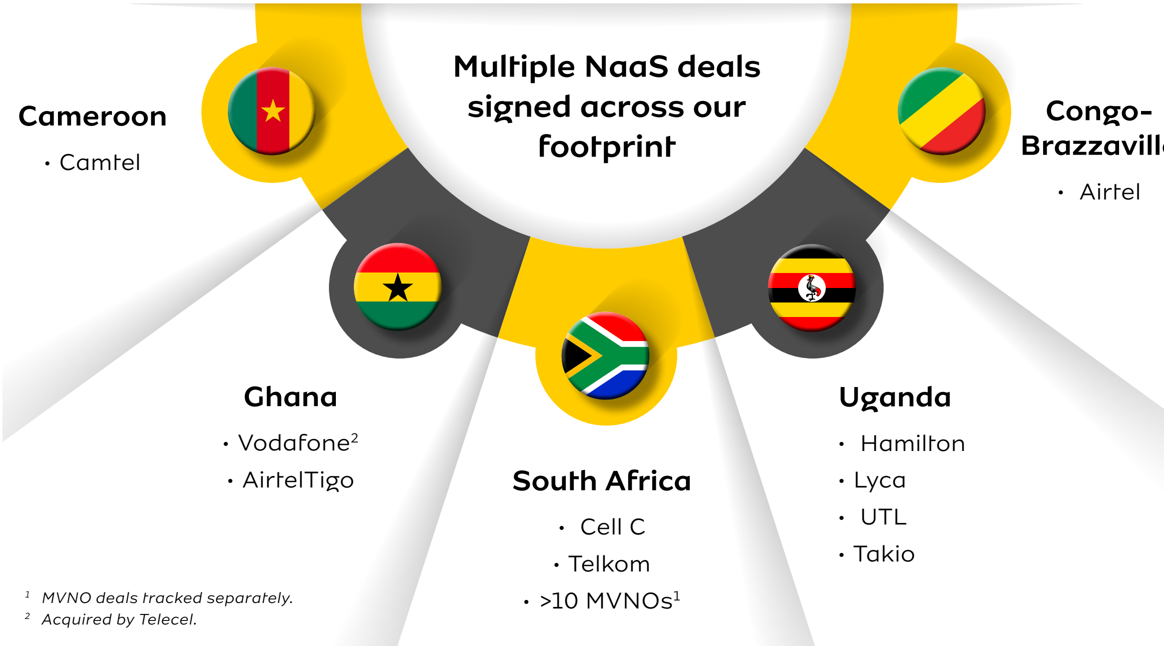
MTN's NaaS strategy is focused on utilising our robust infrastructure to enhance value and support the telecommunications industry in our markets. In South Africa, MTN SA has taken the lead in national roaming revenue, with plans for expansion in other key markets.

Performance in 2023

- Recognised ~R3.7bn in revenue from national roaming agreement and MVNOs South Africa.
- Continued to steadily scale roaming deal in South Africa and expanded to other countries.
- Implemented national roaming in eight countries, with ~20% roaming traffic carried on MTN's network increasing month on month.

Doing more over the medium term MT

- Exploring other markets for NaaS and strategic group engagements with other MNOs.
- Proactive and collaborative engagement with regulators - jointly with other MNOs - to drive problem solving.
- Pursue NaaS opportunities as mitigation to unfavourable economic conditions ensuring capex and operating efficiencies.
- Spectral efficiencies and access additional capacity in some of our markets will remain a focus for NaaS.
- Intend to build out NaaS further than national and active radio access network sharing into passive and transmission opportunities and other platforms.



[1] MVNO deals tracked separately.
[2] Acquired by Telecel.

Market opportunity across our footprint

~R10-20bn

Our strategic performance continued

Build the largest and most valuable platforms continued

Chenosis – developer accelerator platform

Chenosis is Africa's first cross-industry developer accelerator platform serving developers across start-ups, SMEs, enterprises and the public sector. We provide a single platform to create, publish, discover and subscribe to APIs from across the continent and will evolve to offer many additional capabilities.

Chenosis in 2020

- Conception.
- Announcement.
- Platform development.

Chenosis today

- Revamped leadership team for commercialisation.
- Commenced monetisation through strategic partnerships.
- Grew quarterly revenue across Africa.

Ambition 2025

- Multiple platform offerings.
- Leading developer accelerator platform across Africa.
- A leading contributor to GSMA Open Gateway initiative.

Our strategic performance continued

Drive industry-leading connectivity operations

In our connectivity business, we are leveraging our substantial subscriber base of 295m to further accelerate consumer mobile data; protecting the voice segment through integrated bundle offerings; owning the home; being the leading FibreCo in Africa; and achieving a step change in service levels. We aim to provide increased access through reducing the cost to communicate and advancing digital inclusion.

We drove industry-leading connectivity operations with:

R82.9bn
voice revenue +3.3%
(6.3%* excluding MTN SA – a mature voice market)

+17.5%
voice traffic
(excluding JVs)

+26.3%
data traffic

Expanded our fibre footprint to include
~114 000km
proprietary-owned fibre

New fixed connectivity infrastructure deals valued at
US$24.4m
secured

R84.0bn
data revenue
+23.0%*

+149.7m
active data users +9.3%
(+10.2% excluding JVs)

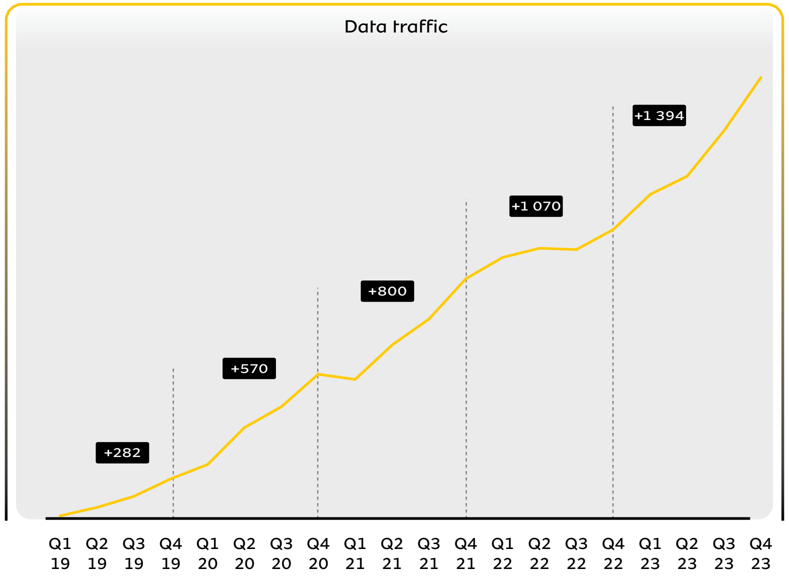
Our strategic performance continued

Drive industry-leading connectivity operations continued

Data

Data is the single largest structural growth opportunity and was the biggest source of revenue for MTN in 2023. Our data-driven approach and network modernisation has enabled strong subscriber growth and higher data usage since the pandemic.

Our investment case and medium-term growth outlook are underpinned by structural demand.



\+ *Average data traffic per quarter (petabytes).*

Our CHASE framework, introduced in 2018, guides us in overcoming the five key barriers to mobile internet adoption: coverage, handsets, affordability, service bundling, and education and ease of access.

CHASE

Fulfilling the connectivity and communication needs of our customers

Coverage
Ensure sufficient and affordable data coverage in rural and low-income areas

Handsets
Increase affordability and access to data-enabled devices

Affordability
Increase data services affordability

Service bundling
Create service offerings that are relevant, simple and meaningful to customers

Education and ease of access
Enhance digital literacy and ease with which data can be accessed

Our strategic performance continued

Drive industry-leading connectivity operations continued

Performance in 2023

Coverage

Site rollout

3G: **3 317** (2022: 3 498)
4G: **5 326** (2022: 7 993)
5G: **2 251** (2022: 1 570)

Increased coverage

3G: **+10.6 million** people
4G: **+32.3 million** people
5G: **+46.2 million** people

Population coverage (%)

2G = **92.42%**
3G = **87.74%**
4G = **78.86%**
5G = MTN SA **35.5%** and MTN Nigeria **11.25%**

Handsets

Smartphone penetration

Group: 183.3 million
62.6% penetration
SA:
84.90% penetration

Nigeria:
55.6% penetration
Ghana:
63.80% penetration

Device financing to Nigeria, South Africa, Uganda, Ghana, Côte d'Ivoire, Cameroon, Rwanda through various partnerships.

Affordability

Reducing costs of communication

Reduced effective data tariff by approximately **17%.**

16 of our markets are within the UN recommended affordability range within the UN's affordable internet usage target, with price of 1GB of mobile broadband data costing 2% or less of gross national income per capita

Service bundling

Data usage

26.3%
increase in total data use
(8.8GB per user per month)

Competitive integrated voice and data-centric plans

Education and ease of access

Education

Educated over 15.7m people on digital literacy

Extended MTN Data-smart programme to four markets

Doing more over the medium term MT

- Reach 200 million active data subscribers.
- Grow data to contribute 50% to MTN Group's total revenue.
- Expand device financing initiatives to new markets.
- Accelerate CHASE framework to support transition from voice to data and close the data usage gap to reach broadband population coverage of 95%.
- Drive industry engagement to reduce handset costs.

Our strategic performance continued

Drive industry-leading connectivity operations continued

Voice

Unlike the developed world, in many of MTN's developing markets demand for voice services continues to grow. As the demand for data continues to grow, voice services still play a key role in generating revenue for the Group by serving as a crucial lifeline for customers in areas with limited data coverage. At MTN, we are dedicated to providing everyone with the benefits of a modern connected life, which is why we are continuously committed to improving network quality and implementing enhanced customer value management strategies.

Performance in 2023

Achieved **295m** subscribers

-18.2% **voice tariff decrease in 2023**

Grew our voice user base by **+2.0%** YoY, despite SIM regulatory challenges across some of our key markets

- **Managed voice substitution risk** by accelerating integrated bundle penetration across our base 2023: 20.2% | 2022: 17.9% | 2021: 16.5% and giving our customers more voice value.

The Voice USME strategic framework is pivotal in ensuring we protect voice revenues across our footprint

U – Voice **U**ser growth

Voice user subscriber growth grew to 295 million in 2023

S – Voice **S**ubstitution risk

We managed the risk by increasing the penetration of customers consuming Integrated bundle ~20% of the subscriber base

M – Proactive **M**TR management

We managed mobile termination rates by following clear benchmark guidelines from regulators

E – Voice **E**lasticity

Continued to scale innovative voice solutions that stimulate usage across our footprint

Doing more in 2024 ST

- Targeting 300m subscribers by 2025

Doing more over the medium term MT

- Continue to drive increased integrated bundle penetration percentage across our base
- Defend and grow our share of wallet through CVM initiatives and segmented customer propositions.
- Close monitoring of voice pricing initiatives both above the line and below the line to ensure stability of voice effective rates across our footprint, particularly where inflation is high.

Our strategic performance continued

Drive industry-leading connectivity operations continued

Own the Home

Our ambition continues to garner momentum as we leverage the home segment in key markets, targeting 10m homes by 2025. We aim to capture the opportunity through a portfolio offering that covers different technologies of mobile broadband, 5G fixed wireless access and fibre, and customer needs.

Performance in 2023

- ~1.4 million incremental subscribers were added to the base – reaching 3.77 million MTN home subscribers.
- MTN Nigeria accelerated growth through sales channel and sales force expansion with new demand for FWA/FTTH peaking in Q4 2023 at ~87,000.
- Data consumption per home in Nigeria exceeded 430 GB for FTTH and ~88 GB for FWA.
- The investment into the 5G network in MTN SA, is paying dividends with ~20% of new home customers on 5G, using ~230Gb per month.
- MTN SA's launch of a new product portfolio focused on Residential led to a growth of ~70% in postpaid fixed wireless access subscribers in 2023.

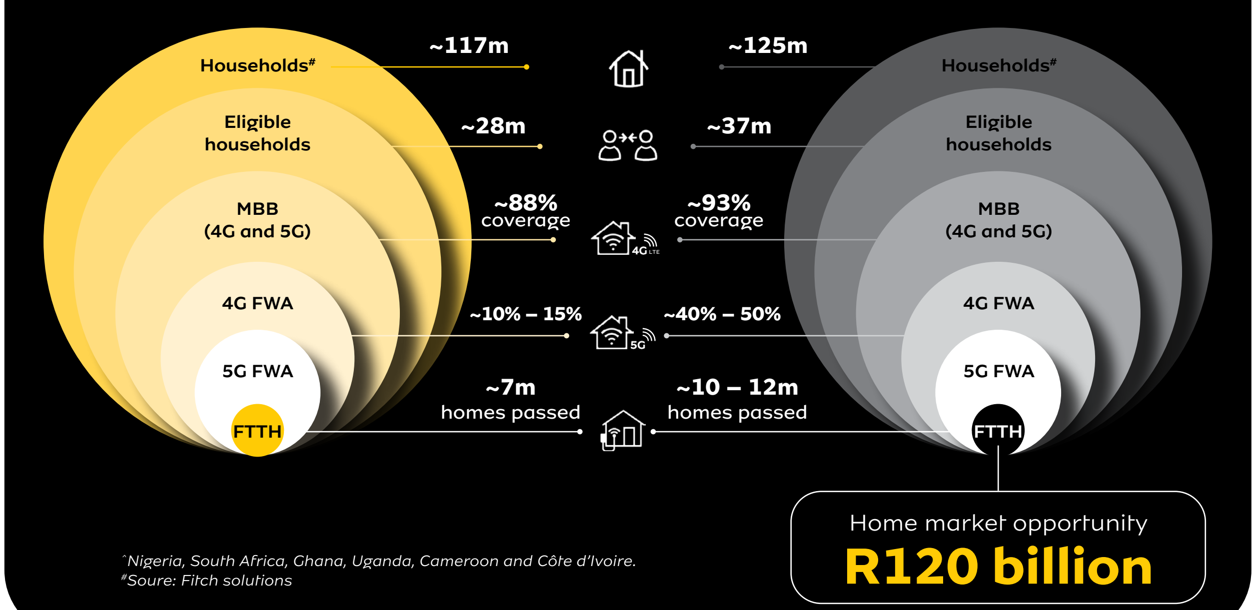
~1.4m
Incremental subscribers added to the base – reached 3.77m MTN home subscribers

In Nigeria, new demand for FWA/FTTH peaked at
87 000
in Q4 2023

Doing more over the medium term MT

- Extend fibre deployment to the home networks in our top six markets.
- Increasing deployment of homes passed, yielding input costs benefits.
- Dedicated home teams in the operating companies and use of smart planning tools for fixed broadband acceleration.
- Tailored propositions to address customers' use cases for fixed broadband, while addressing reliability and affordability.
- Drive home portfolio adoption in the markets leveraging fixed-mobile convergence to protect and grow the MTN high value base.
- Tailored market strategies due to differing market dynamics and conditions around home density, availability of spectrum and reserve capacity.

The home opportunity explained (six key markets^)



^Nigeria, South Africa, Ghana, Uganda, Cameroon and Côte d'Ivoire.
#Soure: Fitch solutions

Our strategic performance continued

Drive industry-leading connectivity operations continued

Leading FibreCo in Africa

Bayobab is a next-generation services company connecting Africa with digital solutions. Through an open-access business model tailored to industry trends, we serve as a gateway for massive data traffic, catering to MTN Opcos and a global client base. By integrating the Bayobab Fibre network and Bayobab Communication Platforms, the ecosystem facilitates secure and scalable global traffic within Africa and beyond.

Performance in 2023

External revenue grew by
8.1%
YoY to US$372.3m

Launched over
6.8k
roaming services

First provider across Africa to become a telecom business solution provider for *'WhatsApp for business'*

- Took an important step in our evolution by unveiling a new name and positioning, Bayobab, replacing MTN GlobalConnect and made up of two distinct businesses, Bayobab Fibre and Bayobab Communication Platforms.
- Advanced work to structurally separate the business, with engagements to secure regulatory clearances in key markets.
- Partnered with Africa50 to develop Project East2West, a terrestrial fibre optic cable network to help bridge Africa's connectivity gap by improving broadband access for the continent's landlocked countries.
- Acquired the fibre network of MTN Zambia.
- Added new fibre operating licence in Uganda, Côte d'Ivoire and Central African Republic.

Bayobab is a successful digital infrastructure player for Africa

bayobab

Bayobab Communication Platforms

Voice
Messaging
Roaming
IPX

Bayobab Fibre

Offering access to 16 submarine cables

Operating the largest pan-African terrestrial fibre network (114 000km proprietary fibre network)

Doing more over the medium term MT

- Targeting 135,000 km of proprietary terrestrial fibre by 2025.
- Explore partnerships with specialists to modernise our data centres.

Our strategic performance continued

Create shared value

As we move ahead with our strategic delivery, our focus remains on creating value that goes beyond the bottom line. MTN is committed to meeting our customers' current and future needs, leveraging digital capabilities for a more sustainable future and fostering *partnerships for progress*.

Read more about how we create shared value in our SR

Performance in 2023

Creating shared value		Achieved in 2023	Our commitments
Doing for planet "We are committed to protecting our planet and achieving Net Zero emissions by 2040"	• Reduce GHG emissions . • Improve energy efficiency. • Water management.	10.9% reduction in Scope 1 and 2 emissions^	Net Zero by 2040
Doing for people "We are committed to driving digital and financial inclusion and diverse society"	• Increase broadband coverage. • Reduce cost to communicate. • Diversity and inclusion.	89.18% broadband coverage	95% by 2025
		40% women representation	50% female representation by 2030
Doing it right "We are committed partners to stakeholders to create and protect value"	• Reputation Index Survey: Achieve 75% score. • Protect human rights.	79.5%	75%

^Excluding South Africa, which was impacted by loadshedding.

Doing more over the medium term MT

Net Zero emissions

- Reduce carbon emissions by 50% (off a 2019 base) by 2030 (Scope 1, 2 and 3) and achieve Net Zero emissions by 2040.

Diversity and inclusion

- Accelerate diversity and inclusion, targeting 50% female representation in the workforce, and among executives and directors across our operations by 2030.
- Recognise, transparently declare and consciously reduce gender pay gaps that exist in our organisation.

Localisation

- Target localisations of 35%, 30% and 20% in MTN Nigeria, MTN Ghana and MTN Uganda, respectively.

Our strategic performance continued

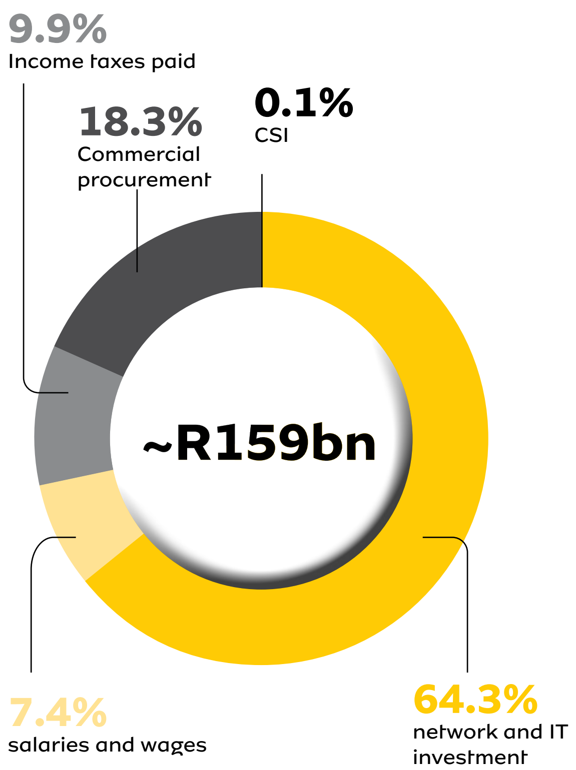
Create shared value continued

Our ESG positioning

With ESG at the core of *Ambition 2025*, we take sustainability seriously and are committed to continuous improvement. We track our progress through multiple mechanisms including benchmarking to best practice and monitoring selected ESG rankings and ratings, each with their own approach to evaluating performance. We are committed to transparency and reporting on our progress in a way that is meaningful and relevant to our stakeholders.

Doing for growth

"We are committed to boosting inclusive economic growth on the continent"



Ratings agency	Changes on prior year
Sustainalytics	**Improved ESG risk rating to 22.2^ in the medium risk category, better than our target for the year.** This is a result of an improvement across six out of the eight key areas, with the greatest improvement in the area of business ethics. Carbon (own operations) and data privacy and security are the two areas with no change. Regulatory scrutiny for product governance, including network quality and marketing practices are areas requiring more attention, as failure to comply with regulators may result in significant monetary penalties and could adversely affect our customers' confidence in our services. Heightened exposure to data privacy and security risks due to the high volume of customer data we process. MTN's focus on expanding into developing markets increases our exposure to potential business ethics risks and challenges. Despite our exit from the Middle East, we still face significant business ethics risks due to operations in high-conflict countries.
S&P Global ESG rating	**MTN's score declined to 45 in 2023 from 47 in 2022.** S&P has changed its methodology to include a new Global ESG score, which is a combination of company disclosures, media analysis and stakeholder engagement. This change has resulted in a new set of recommendations for improvement areas, which MTN is committed to addressing. Specific focus will be placed on enhancing environmental reporting on water and waste, and placing greater emphasis on biodiversity and deforestation. Improving our talent attraction and retention to remain competitive within the industry remains a priority.
Morgan Stanley Capital International (MSCI)	**MTN's rating is unchanged at 'AA'** MTN leads most global peers in corporate governance practices. Led by a fully independent chair, the Board is majority independent, and backed by fully independent audit, remuneration, and nomination committees. Such practices may enhance oversight of management. Further, MTN's labour management initiatives are relatively strong compared to those of industry peers. However, business ethics and tax-related allegations (as of August 2023) weigh on the company's assessment.

^ Latest data

Our strategic performance continued

Accelerate portfolio transformation

There are three elements in our work to accelerate portfolio transformation. The first is executing on the ARP and deleveraging the balance sheet. The second is to continue to optimise our portfolio, including exiting the Middle East in an orderly fashion, allowing us to simplify the business. The third is to reveal the value in fintech and the fibre infrastructure assets over the medium term.

ARP and deleveraging | R19.6bn of target achieved to date

	Realisations and other	Localisations
Progress to date	• Jumia, BICS, aYo and other – R5.0bn. • SA tower transaction – R6.4bn. • Mastercard – up to US$200m.	• Nigeria IPO – R4.2bn. • Ghana, Uganda and Zambia localisations – R4bn.
Future focus	• Platform minority investments. • Digital group: › MEIH. › IIG.	• Further sell-downs: › Nigeria ~11%. › Ghana ~7%. › Uganda ~7%. › Cameroon ~10%.

>R25bn targeted over the medium term

Portfolio transformation	Separation: fintech and fibre infrastructure
• Concluded MTN Afghanistan disposal. • Offer received for MTN Guinea-Bissau and MTN Guinea-Conakry. • Irancell managed for value.	• Definitive agreements signed with Mastercard for a minority investment of up to change to US$200m, subject to customary closing conditions. • Structural separation of fibre business advanced – engagements to secure regulatory clearances main priority.
Simplify the portfolio and reduce risk	***Unlock value***

Doing more over the medium term MT

ARP
- Broaden the local shareholder base in MTN Nigeria – aiming to hold 65% in time.
- Further localise MTN Ghana, targeting another 6.3% to achieve a 30% localisation outcome.
- Sell-down of a further 7% of MTN Uganda.
- Localise MTN Cameroon.

Portfolio transformation
- Explore M&A opportunities in line with the capital allocation framework.
- Continue engagement with potential partners.

Structural separation
- Conclude structural separation of the fintech business and partnership agreement.
- Complete separation of fibre infrastructure businesses.

Directors Affairs and Governance Committee Chair's review

"In 2023, our journey towards governance excellence was insightful and rewarding. We valued our interactions with shareholders and all stakeholders. Their feedback was critical in understanding governance expectations, concerns and our stakeholders' vision for MTN, which in turn influenced the evolution of our governance framework and our focus. We will continue to monitor the governance landscape and ensure that we are responsive, aligned to best practices and remain at the forefront of good corporate governance."

Key features of 2023

- Evaluated the performance of the Chairman and the Group President and CEO.
- Considered the suitability, appropriateness and competence of the Group Company Secretary.
- Reviewed and approved:
  - Resolutions to be presented to shareholders at the AGM and recommended them for approval by the Board.
  - Governance policies in respect of Board and directors' affairs.
  - The structure and composition of Board committees for 2023, making changes where required.
  - For nomination of the Group representatives on subsidiary boards.
  - The Board charter and the committee's terms of reference.
- Reviewed and evaluated the independence, performance and suitability of the directors to be presented for re-election and recommended them for approval by the Board.
- Considered succession planning on the Group Board.
- Approved and oversaw the commencement of a Board evaluation by an independent consultant.
- Considered the status of governance of the Group and subsidiaries.
- Provided oversight on the succession planning process for the CEO and other key executives.
- Identified and approved the Group's prescribed officers for 2024.
- Monitored the improved ESG imperatives and ratings, specifically linked to governance-related imperatives.
- Reviewed the feedback from the governance roadshow on matters of Board effectiveness, diversity and succession.
- Continued to monitor the implementation of the Group operating model.

Key focus areas for 2024

- Monitor and drive the progress of ESG imperatives, specifically related to governance-related imperatives.
- Continue to monitor and provide oversight on the entrenchment of governance policies and practices across MTN.
- Continue to monitor succession planning in respect of the Board as well as the Group President and CEO, CFO and Group Company Secretary.
- Review and address concerns arising from governance roadshow.
- Review the outcomes of the Board evaluation and implement any remedial action.
- Review the Board appointment process, enhance Board verification process and approve the revised policy.

Chairman
Mcebisi Jonas

Members	Meetings
Mcebisi Jonas	4/4
Khotso Mokhele^#	3/4
Vincent Rague	4/4
Nkululeko Sowazi#	3/4

All members are independent non-executive directors.

By invitation: Chair of the Audit Committee, Group President and CEO, Group Chief Financial Officer, Group Chief Risk Officer, Group Chief Operating Officer and the external auditor.

^ Lead independent director.
 # Tendered apology

Mandate:
Governance
The committee assists the Board with discharging corporate governance oversight and acts as a sounding board on governance practices. It provides oversight on the effectiveness of governance processes and systems, ensuring that these are implemented in accordance with relevant legislation, codes and governance policies.

Directors' affairs
The committee assists the Board in ensuring that it has the appropriate composition of skills to execute its duties effectively; the directors are appointed through a transparent and formal process that is free from undue influence; and the induction and ongoing development of directors take place to align with MTN's strategy and changing environment.

Governance in support of value creation

Good governance is the foundation upon which sustainable companies are built, therefore at the core of MTN's business is a commitment to governance that is not only robust and responsive but anchored on international best practice and applicable laws.

As we navigate through the dynamics of our industry and the regions in which we operate, we are cognisant of our responsibility to act as a good corporate citizen and to uphold our company's values as well as being accountable, transparent, ethical and stakeholder inclusive.

As we deliver on our purpose and strategy; we always aim to maximise positive outcomes and minimise instances in which value is eroded. Our governance processes safeguard our business and ensure that we are sustainable and that we create and preserve value for ourselves and for our stakeholders.

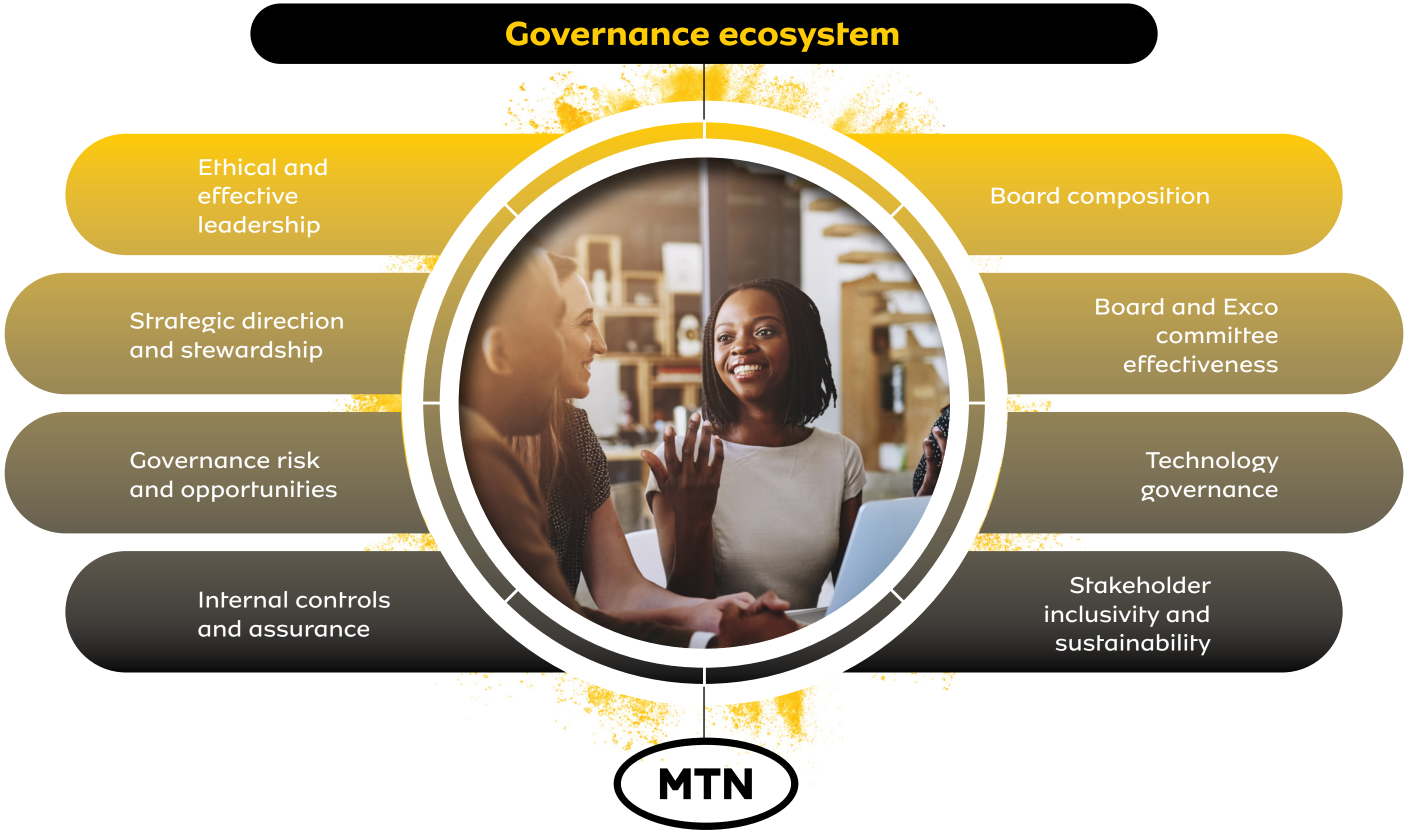
Our governance philosophy, framework and ecosystem

Our governance ecosystem is designed to adapt to external changes as well as internal growth. It is through this adaptive governance architecture that we can achieve operational excellence and shareholder value. We are dedicated to fostering an environment that not only upholds sound governance but also propels the company towards sustainable success.

We detail MTN's application of the King IV™ principles in our King IV™ Assessment Report, which is available on our website.

Evolving governance landscape

We constantly scan the legal, governance and regulatory landscape to ensure that we keep abreast of changes, trends and emerging risks. Our aim is to be at the forefront of the evolution of governance to ensure that we protect the interests of all our stakeholders.



Governance in support of value creation continued

The Board and its governance structures

The Board's composition is critical in steering the company's strategy and carving out the trajectory. It operates through focused committees that are entrusted with monitoring particular areas according to their terms of reference to effectively carry out the Board's mandate. Through these committees, various areas of MTN's operations and long-term objectives receive specialised, concentrated attention. They probe the business's operations to ensure that the Board fulfils its responsibilities with due diligence and foresight.

Chairman, Mcebisi Jonas an independent non-executive director, leads the Board with an impartial view. In accordance with the policy contained in the Board Charter, he ensures that there is a balance of power and authority so that no individual has unfettered powers, at board level. He ensures that conflicts are managed appropriately.

Lead independent director (LID), Khotso Mokhele, appointed by the Board, takes the lead role in the event that the Chairman is unable to serve or has a conflict of interest.

The Chairman's leadership keeps the Board aligned and focused on its strategic priorities, and he is assisted by the Group Company Secretary who plays a pivotal role in ensuring that the Board's processes are efficient, that there is sufficient awareness and compliance with governance and regulatory requirements, and that Board members are continually upskilled and developed.

Committee mandates and membership

Every year, we assess the terms of reference and the membership of each committee to consider global changes, best practices, and emerging trends in governance. As part of our continuous efforts to improve the Board's performance, we evaluated the committee memberships at the end of 2023, taking into account the expertise and skills that each committee requires, as well as the necessity of information sharing throughout all committees. No changes to committees were made, except for the appointment of new directors.

The revised mandates of the committees also reflect MTN's development, and operating model.

For membership and meeting attendance, see pages 34, 46 68, 69 and 89.

The Board Strategy Execution Committee is an *ad hoc* Committee, chaired by Mcebisi Jonas.
The committee is mandated to strategically steer the company by tracking and examining all critical strategic decisions, as well as to oversee the implementation of *Ambition 2025*.

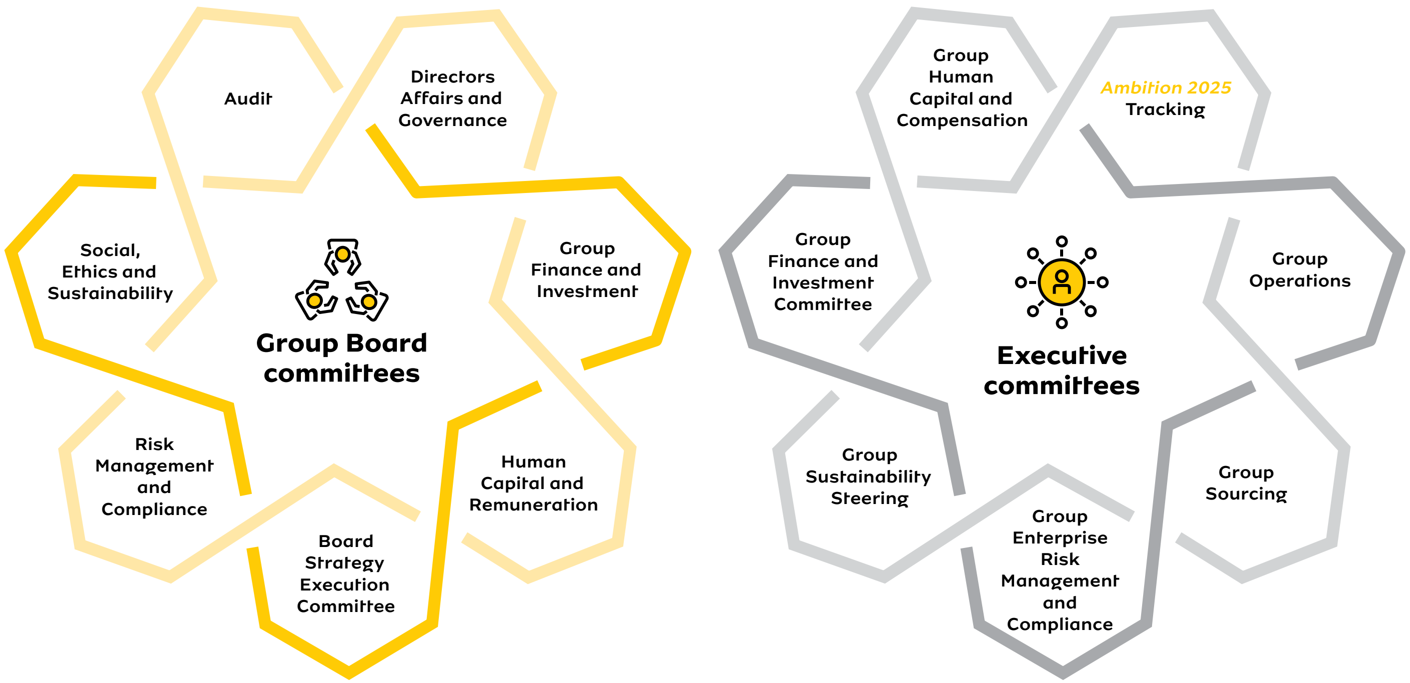
The attendance of meetings is set out as follows:

***Ad hoc* Board Strategy Execution Committee attendance**	**Meetings**
Mcebisi Jonas	3/3
Shaygan Kheradpir	2/3
Sindi Mabaso-Koyana	3/3
Stan Miller	3/3
Tim Pennington	3/3

Group Exco and its subcommittees

The Group Exco facilitates the effective control of MTN's operational activities in terms of the authority delegated by the Board through the Group President and CEO. The Group Exco is responsible for recommendations to the Board on the Group's key decisions including policies and strategy, and is also responsible for monitoring implementation.

Our governance structure



In early 2023, following a robust review of the effectiveness of the Group Exco, a more agile and efficient governance structure was approved as part of enhancing our decision-making processes.

Governance in support of value creation continued

Our Board of Directors

The company acknowledges that an effective Board must have the expertise and competence to promptly and appropriately address current and emerging issues to ensure the delivery of our strategy. For detailed profiles of our Board of Directors, refer to our website.

Mcebisi Jonas
(Born 1960)
Chairman
Independent non-executive director
BA HDE
Attendance: 7/7^ | 4/4◊

Dr Khotso Mokhele
(Born 1954)
Lead independent non-executive director
BSc (Agriculture), MSc (Food Science), PhD (Microbiology) and honorary doctorates
Attendance: 7/7^ | 4/4◊

Noluthando Gosa
(Born 1963)
Independent non-executive director
BA Communications (Hons), MBA, Postgraduate certificate in Business Admin, International Certificate in Telecommunications Regulation
Attendance: 7/7^ | 4/4◊

Shaygan Kheradpir
(Born 1960) *American*
Independent non-executive director
Masters and PhD Electrical Engineering (Cornell)
Attendance: 7/7^ | 3/4◊

Sindi Mabaso-Koyana
(Born 1969)
Independent non-executive director
BCom (Hons) (Accounting), CA(SA)
Attendance: 7/7^ | 4/4◊

Stan Miller
(Born 1958) *Belgian*
Independent non-executive director
IntDip, Diploma in Law, Administration, Proteus Leadership Programmes, Private Equity Programmes
Attendance: 7/7^ | 4/4◊

Nosipho Molope
(Born 1964)
Independent non-executive director
BSc Med, BAccSc (BCompt Hons) CTA, CA(SA)
Attendance: 7/7^ | 1/4◊

^ Scheduled Board meetings.
◊ Special Board meetings.

Governance in support of value creation continued

MTN has a seasoned Board, with a majority of independent non-executive directors, who have a variety of skills, expertise and perspectives. This diversity is the cornerstone of its effectiveness. The Board sets the tone for ethical leadership and has a multi-faceted approach to the oversight of the executive team in the execution of *Ambition 2025*.

Nicky Newton-King[#]
(Born 1966)
Independent non-executive director
BA, LLB, LLM, LLD (Honoris Causa)
Attendance: 7/7^ | 4/4°

Tim Pennington[†]
(Born 1960) (British)
Independent non-executive director
BA (Hons) Economics and Social Studies
Attendance: 7/7^ | 4/4°

Vincent Rague
(Born 1953) *Kenyan*
Independent non-executive director
BA (Hons) (Economics/Statistics), Executive development programmes at Harvard and IMD MBA
Attendance: 7/7^ | 3/4°

Lamido Sanusi
(Born 1961) *Nigerian*
Independent non-executive director
Bachelor's degrees in Economics and Islamic Law
Attendance: 7/7^ | 4/4°

Nkululeko Sowazi
(Born 1963)
Independent non-executive director
Master's degree (UCLA)
Attendance: 7/7^ | 3/4°

Ralph Mupita
(Born 1972)
Group President and CEO
BScEng (Hons), MBA, GMP (Harvard)
Attendance: 7/7^ | 4/4°

Tsholofelo Molefe
(Born 1968)
Group Chief Financial Officer
BA (Hons), Accounting and Finance, BCompt (Hons) CTA CA(SA)
Attendance: 7/7^ | 4/4°

^ Scheduled Board meetings (including strategy sessions).
° Special Board meetings.

Please visit our website for our directors' full CVs

Governance in support of value creation continued

How the Board transformed our values into actions

In 2023, we refreshed our core values to align with our strategic priorities. Our refreshed values serve as a compass, leading us towards sustainable growth, resilience, and excellence in an increasingly competitive and interconnected global marketplace.

Can-do with Integrity

Lead with Care

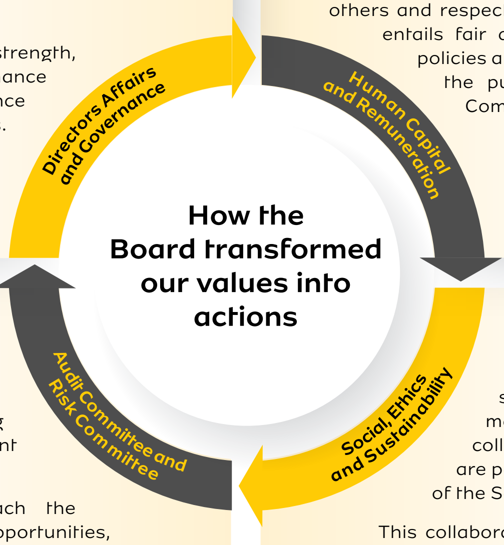
At the core of MTN's governance lies the solid commitment to ethical leadership and inclusivity. The Board, acting with integrity, transparency and accountability, ensures that diverse perspectives are not only represented but valued in every decision-making process. Board members approach their duties with due diligence and care. This fosters an atmosphere where every voice is heard and every viewpoint is considered, leading to well-rounded and impactful outcomes. The Directors Affairs and Governance Committee has a focused mandate to oversee the advancement of good governance.

In essence, MTN's governance story is one of strength, resilience and ethical fortitude. Through our governance pillars, the Board sets the standard for governance excellence underpinned by our values and principles.

Serve with Respect

The Board's strategic direction is underpinned by a relentless focus on mutual respect between the Board and management, tied together by a robust decision-making framework. In 2023, the implementation of the refreshed decision-making framework was prioritised. The balance is to ensure that management is given sufficient latitude to move with execution while the Board provides adequate oversight.

The Board promotes a culture of respect, with a focus on respecting others and respecting oneself throughout our activities. Respect also entails fair and equitable remuneration, sound people-centric policies and employment equity. These key elements fall under the purview of the Human Capital and Remuneration Committee.



Collaborate with Agility

To safeguard the integrity of our operations, the Board provided rigorous oversight through the Audit Committee and the Risk Committee of internal controls and the risk management framework. The committees prioritise safeguarding MTN's assets and ensuring sound risk assessment and mitigation strategies.

Notwithstanding this, the committees approach the ever-changing corporate landscape, market opportunities, regulatory changes and emerging risks with agility and vision. Our decision-making procedures have become nimble and enabling, but if appropriate, the Board ensures that adequate safeguards are in place to protect the company. In certain cases, agility has proven tough, but it continues to be a driving factor for how we conduct business.

Act with Inclusion

The Board's dedication to stakeholder relationship building was evident throughout 2023. By actively engaging and addressing concerns from shareholders, key stakeholders and executive management, the Board is determined to establish a collaborative ecosystem where trust and transparency are paramount. This was a key feature in the deliberations of the Social, Ethics and Sustainability Committee in 2023.

This collaborative approach ensures that decisions are not only well-informed but also aligned with the interests of the communities where MTN operates. Through effective communication and alignment, the Board seeks to strengthen relationships with MTN subsidiaries, with customers and regulators for overall success.

Moreover, the Board recognises diversity in our various jurisdictions and ensures that our values align with the different cultures, perspectives, customs and orientations. This recognition fosters an inclusive environment where individuals feel respected and embraced for their unique backgrounds and experiences.

Governance in support of value creation continued

Diversity of our Board

We recognise that a diverse Board not only enriches deliberations, but also enhances the quality of strategic oversight.

Guided by our Board diversity policy, the Board is able to thoroughly consider a wide spectrum of diversity in the Board appointment processes. This includes the deliberate retention of individuals from diverse racial and cultural backgrounds, varied nationalities, different age groups, and diverse abilities. Additionally, we recognise the value of integrating youthful and dynamic leadership with fresh viewpoints that complement the wisdom and institutional knowledge of long-serving directors.

We continue to actively search for directors with skills that align with MTN's strategic intent and growth aspirations.

As part of our ongoing commitment to diversity, we are progressively embedding diversity and transformation imperatives throughout our operational companies, with the aim of making diversity an integral and pervasive aspect across all Opco boards.

Our Board composition

Independence

12 Independent non-executive directors

2 Executive directors

Gender

Target: at least four women

9 Men

5 Women

Tenure

Target: an appropriate mix

0 – 3 years	4 – 6 years	7 – 8 years	9+ years
5	5	3	1

If a director's tenure is more than nine years, MTN reviews the appropriateness of this every year and presents the director for re-election by shareholders at the AGM.

Nationality

Target: an appropriate mix

10 South Africans

5 Other nationalities

Race

Target: 50% historically disadvantaged individuals

10 Black

3 White

1 Middle Eastern

Age

Target: an appropriate mix

4 50 – 59 years

9 60 – 69 years

1 70+ years

Skills and experience

Target: an appropriate mix

Finance and investment management	7
Telecommunications	6
Strategy	4
Technology	3
Other	2
Legal and regulatory	1

Embedding the decision-making framework

In 2023, we embarked on a journey to embed the refreshed decision-making framework that we had approved in 2022. Implementation was challenging yet rewarding. There were several setbacks in various jurisdictions, necessitating agile operational adjustments. However, the overall process to familiarise everyone with the new framework was a success, as it is now embedded within our processes.

In 2024, our primary objective is to evaluate the effectiveness of our new decision-making framework. Our focus will be on identifying the areas of implementation that present challenges and working to strengthen our DMF even more.

Our goal is to address the pain points in the current implementation process and push for continuous improvement to make our DMF more effective and efficient.

Governance in support of value creation continued

The MTN Group Board evaluation

One key outstanding item from the 2020 Board evaluation is the appointment of a director with fintech expertise. This matter was held in abeyance as the focus shifted to securing the fintech skills needed on the MTN Fintech Board. Once this matter is completed, our attention will return to securing essential fintech and digital skills for the Group Board. All other significant items from the 2020 evaluation were addressed.

Three years later in November 2023, we retained the services of Hoffmann Reed and FluidRock. Their evaluation focused on Board effectiveness, dynamics and composition, with an emphasis on enhancing MTN's strategic direction. Consistent with our practice, we are committed to transparently sharing the final outcomes with our shareholders.

Impacted by

- Business performance
- Stage of execution of *Ambition 2025*
- Macroeconomic challenges
- Governance challenges
- Fiscal targeting
- Significant progress of the Board

Overall, a satisfactory rating for the Board and committees

Key themes

Roles and responsibilities	Structure and composition	Decision making	Integrity, ethics and culture	Subsidiary governance

Key recommendations

Fintech, banking and digital skills are adequate but need to be improved	Delegated Board-to-committee responsibilities can be further clarified	Subsidiary governance requires continuous focus	General Board skills can be improved with succession and development plans

Key focus areas

Governance structures and balance with independence	Appropriate Board oversight and challenge of strategy	Board succession

Enabled by

Further and relevant communication and engagement	Exposure and awareness to fintech, digital and banking	Balancing Board oversight and involvement with management

Reinforce progress and address key focus areas to enable the Board's continued progress

Notable improvements

- Skills, capability and gender diversity
- Improved clarity on committee roles
- Cohesion in the Board and relationships with management
- Better information management
- Better oversight and support of *Ambition 2025*
- More effective Board decisions due to frank discussions

Board development and training

To remain effective, the Board recognises it must induct, develop and change its members from time to time to suit the company's needs. Accordingly, the Group Company Secretariat has a structured induction and development programme that seeks to equip new directors with understanding of the strategy and the complexities of the business. We provide ongoing training for all directors on various matters related to their role to assist them to act with due care, skill and diligence.

By keeping informed of various developments, directors are able to exercise courage in taking appropriate risks and capturing opportunities in a responsible manner and in the best interests of MTN Group.

Executing on the Board's mandate

The Board meets on a quarterly basis in line with the Group reporting cycle. Each meeting follows an agenda agreed by the Chairman, CEO and Company Secretary. Documents for discussion are loaded on a virtual platform for directors to preview. Meeting discussions are usually around performance, risks and opportunities, governance updates and regulatory matters for consideration, as well as strategy execution. In 2023, there were quarterly meetings, three special Board meetings and one business plan session.

Strategic direction in 2023

The Board held annual strategy sessions in April, July and November 2023, following consideration of the trajectory of MTN, the geopolitical environment and the emerging risks. The Board resolved to add an additional strategy session in the fourth quater. At all the sessions it constructively interrogated proposals presented by management and considered various macroeconomic factors.

Governance in support of value creation continued

Key Board actions reviewed and approved in 2023

Apart from the standing agenda items which receive the Board's attention at every quarterly meeting, such as Group performance and priorities, the Board applied its mind and reviewed and considered the following key matters at its quarterly meetings in 2023:

Q1

- 2022 AFS; suite of annual reports; final dividend; revised dividend policy.
- Re-election of directors; appointments to the Audit Committee and the Social, Ethics and Sustainability Committee; prescribed officers; non-executive director (NED) fees.
- Enhanced medium-term guidance.
- Key governance and statutory policies.
- Group CEO and Group CFO attestations.
- Network resilience and availability.
- Overview of MTN SA, MTN Nigeria and MTN Ghana.

Q2

- Engagement with strategic partners and key strategic initiatives.
- Establishment of the Group Fintech Board.
- Reconstitution of the Group Board and subsidiary boards.
- Network resilience and availability.

Q3

- Interim financial results.
- MTN's challenges of certain key litigation matters.
- Funding structure.
- Key strategic partnerships.
- Portfolio renewals and contracting.

Q4

- Budget and strategic business plan.
- Group operating model.
- Revised terms of reference of various committees.
- Group Board director appointment; reconstitution of Board committees.
- Key governance and statutory policies.
- Strategic initiatives and funding structure.
- Sudan spectrum application.
- Accounting and forex matters.
- M&A strategic partnerships.
- Strategic business plans.
- MTN Zakhele Futhi.

Sustainability and ESG performance

We deliver on our plans to drive holistic socioeconomic benefits to society through our four-pillar sustainability strategy framework, complemented by bold commitments for each pillar. By centring our sustainability strategy on ESG principles, we ensure that it is flexible enough to withstand macroeconomic headwinds and prioritise material issues as these emerge. Our most material focus areas are linked to clear targets and measurable performance indicators, while we continue to manage and measure our remaining ESG matters.

MTN's ESG performance is closely monitored by the Board through the Social, Ethics and Sustainability Committee.

More information set out in SR.

Governance in support of value creation continued

Engaging with stakeholders

28th Annual General Meeting

In 2023, we held a hybrid AGM where we had some shareholders joining virtually and others joining in person. This has become the standard, and stakeholder feedback indicates that we should continue to enable shareholders to participate remotely.

Our resolutions all passed with the requisite majority votes, and we earnestly endeavoured to address concerns raised by shareholders.

We encourage shareholders to submit questions prior to the meeting; this has proven to be an effective way for the company to consider and effectively respond to concerns and suggestions. Shareholders will still be able to 'raise their hands' at the meeting and MTN will make a concerted effort to ensure that all questions are addressed.

The Board was pleased that Ordinary Resolution 9 relating to the Implementation Report was also carried; it served as a positive testament to the ongoing and constructive engagements with shareholders regarding our Remuneration Report, as well as the efforts that our management is making to consider shareholder recommendations.

Governance roadshow

In the past few years, MTN has regularly scheduled an annual governance roadshow to interact with shareholders. During these sessions, topics such as the AGM notice and broader governance issues, including remuneration, are discussed. The roadshows are overseen by Chairman Mcebisi Jonas and Lead Independent Director Khotso Mokhele, who also serves as the Chair of the Remuneration Committee. The discussions in 2023 were productive and constructive.

The Board Committees entrusted with assessing the issues raised during the Governance Roadshows have considered all of them, the majority of which have already been resolved, and the board intends to continually review every issue and work to close it.

Engaging dissenting shareholders

We continue to engage with shareholders regarding the evolving remuneration governance and good practice requirements. In the event of a vote of over 25% against our remuneration policy or implementation report, we will certainly hold engagements with dissenting shareholders to listen to their concerns.

We continue to review new trends in the regulatory landscape for emerging remuneration governance requirements.

Directors' dealings

MTN has a share dealing and insider trading policy which governs the share dealing processes for directors, prescribed officers and employees. The policy aims to align with the JSE Listings Requirements and ensures that MTN has robust administrative and disclosure processes. The policy also imposes more provisions to safeguard employees from contravening the Financial Markets Act.

Compliance with laws and MoI

The company is in compliance with the provisions of the Companies Act and is operating in conformity with its memorandum of incorporation.

Board appointments and resignations

All appointments to the Board for 2023 were conducted through a formal and transparent process, guided by an approved policy and assisted by the Directors and Corporate Governance Affairs Committee in consultation with the Group Company Secretary.

Towards the end of 2022, we announced that Nicky Newton-King would be joining the Board, effective from 1 January 2023. Since joining Nicky's has been a great addition to the diversity on the Board and is making a significant contribution.

Paul Hanratty also stepped down from the Board, effective 30 April 2023, to focus on his executive responsibilities.

Due diligence on directors

We acknowledge the importance of ensuring the integrity and efficacy of appointments to the Board. We assure stakeholders that we hold our obligations in this regard to the highest standards.

As part of the evolution of our Group Board between 2019 and 2020, and anticipating that the majority of our operational subsidiaries would be listed separately in their respective countries, we re-evaluated how we select, verify and execute due diligence on our directors.

We implemented a rigorous and open approach led by our directors' appointment and diversity policy, which comprises a thorough set of processes designed to ensure that we recruit and appoint directors with the necessary skills, competence and ethics.

We have always verified and vetted our directors, but owing to changes in the corporate, geopolitical and economic climate, in recent times it has become necessary to strengthen our approach to screening appointments to the Group and its subsidiaries.

The process is conducted under the oversight of the Directors Affairs and Governance Committee, led by the Group Board Chairman, and guided by our policy on the appointment of directors.

Governance in support of value creation continued

Group Company Secretary

The Board is assisted by a competent and suitably qualified Group Company Secretary function, led by Thobeka Sishuba-Bonoyi. She and her representatives have an arm's length relationship with the Board. Following a rigorous assessment of performance in March 2024, the Board is satisfied that the function has the competency, qualifications and experience to provide sound governance advisory and stewardship to the Board and management.

To align with ***Ambition 2025***, the Group Company Secretariat function is re-evaluating and improving its operating model across the Group to ensure that the department is fit for purpose, independent and adequately resourced.

Our combined assurance model

MTN's directors and executives provide oversight using a combined assurance model which considers the role of management, control functions, internal and external audit and the Board committees of subsidiaries. They use a simplified governance approach in often complex environments as they strive to create and preserve shared value through all subsidiary companies. The Group Audit Committee is responsible for oversight of the implementation of combined assurance.

The combined assurance model means there are numerous lines of defence to identify, prevent and mitigate risks and provide independent assurance to both the Group Exco and the Board either through the Group Audit Committee or the Group Risk Management and Compliance Committee.

Data privacy

We are committed to protecting and ensuring the security of the personal information of all our stakeholders. Our privacy and data protection policy prescribes a set of principles that governs how MTN collects, processes and protects personal information. The policy reiterates our commitment to compliance with all applicable legal and regulatory requirements governing the collection and processing of personal information. Therefore, the privacy rights of all data subjects are respected and protected; we always ensure that our business interest does not override the rights of data subjects, and we rely on a lawful basis to process all forms of personal information.

Conflicts of interest – gifts and entertainment

MTN recognises that the management of conflicts of interest is critical in promoting ethical conduct and protecting the integrity of MTN decision-making processes. Accordingly, directors and employees are encouraged to act in a responsible and ethical manner, taking into consideration the Group's best interests. They are required to complete a declaration of interest at the start of each year.

There has been significant improvement in the understanding of the process; this has been as a result of the awareness created with the MTN Conduct Passport and the guidance framework provided to employees and rolled out in all operations.

Gifts, Hospitality and Entertainment

As an organisation, we are aware of the impression of impropriety that excessive entertainment or giving and accepting gifts may create. Therefore, while we appreciate our business partners' goodwill, MTN has a strict "No-Gifts" policy but with certain exception that allows gifts of limited value, such as corporate branded gift items, to foster and maintain good relationships with our stakeholders. The gifts, hospitality and entertainment policy provides limits and approval requirements and requires that all gifts be declared and recorded in a gifts register.

Our Executive Committee

The Exco facilitates the effective control of the Group's operational activities in terms of its delegated authority approved by the Board. Its responsibilities include making recommendations to the Board regarding the Group's policies and strategy, as well as monitoring the implementation of strategy according to the Board's directives. The Exco convenes at least monthly, and more frequently if necessary.

As part of our Exco changes, Jens Schulte-Bockum stepped down from his role as Group Chief Operating Officer and the Group Exco when his fixed-term contract ended on 31 March 2024. Selorm Adadevoh, the former MTN Ghana CEO, succeeded Jens in the amended role of Group Chief Commercial Officer to better align with the Group operating model, effective 1 April 2024. He joined the Group Exco on the effective date and assumed all of Jens' executive responsibilities.

Ralph Mupita
(Born 1972)
Group President and CEO

Tsholofelo Molefe
(Born 1968)
Group Chief Financial Officer

Jens Schulte-Bockum
(Born 1966)
Group Chief Operating Officer

Ebenezer Asante
(Born 1968)
Senior Vice-President: Markets

Yolanda Cuba
(Born 1977)
Vice-President: SEA

Ismail Jaroudi
(Born 1970)
Vice-President: MENA

Charles Molapisi
(Born 1975)
Chief Executive Officer: MTN South Africa

Karl Toriola
(Born 1972)
Chief Executive Officer: MTN Nigeria

Serigne Dioum
(Born 1974)
Group Chief Fintech Officer

Chika Ekeji
(Born 1981)
Group Chief Strategy and Transformation Officer

Our Executive Committee continued

Lele Modise
(Born 1978)
Group Chief Legal and Regulatory Officer

Ferdi Moolman
(Born 1963)
Group Chief Risk Officer

Nompilo Morafo
(Born 1979)
Group Chief Sustainability and Corporate Affairs Officer

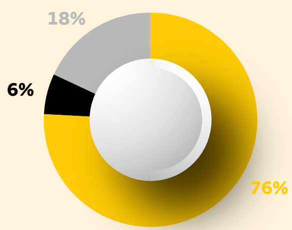
Mazen Mroué
(Born 1971)
Group Chief Technology and Information Officer

Paul Norman
(Born 1965)
Group Chief Human Resources Officer

Kholekile Ndamase
(Born 1980)
Group Chief M&A and Business Development Officer

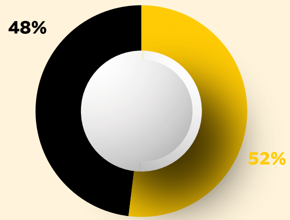
Selorm Adadevoh
(Born 1974)
Group Chief Commercial Officer

Diversity by race



- Black
- Middle Eastern
- White

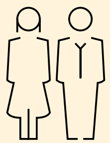
Diversity by nationality



- South African
- International

Diversity by gender

23% Women



77% Men

Diversity by age (years)

41-45	46-50	>50
3	5	8

Remuneration Report

Part I Background

Part II Remuneration policy

Part III Implementation report

About this Remuneration Report

This report has been prepared for all our stakeholders to provide clarity and transparency on our remuneration policies and their implementation in FY 2023, in line with our ***Ambition 2025*** strategy. This report forms part of our integrated reporting suite and reflects our application of the King Report on Governance for South Africa 2016 (King IV™^), as for reference by the JSE Listings requirements, in addition to adherence to the requirements of the Companies Act.

Per King IV, this report reflects three elements:

- Part I: Background.
- Part II: Detailed description of our remuneration strategy and policies and amendments thereto.
- Part III: Detailed description of our policy implementation against the background of our 2023 business performance.

Reporting scope

This report reflects our remuneration activities for the period 1st January 2023 to 31st December 2023.

Accountability and oversight

The Human Capital and Remuneration Committee (Remco), referred to as "the committee" is mandated by the MTN Board of Directors referred to as "the Board" to oversee, approve and recommend the human resources strategy and total remuneration framework to the Board. This is done to ensure these policies are fair, compliant and enable and support the achievement of our ***Ambition 2025*** strategy. The committee is also responsible for ensuring that these policies are correctly implemented and align with stakeholder interests.

Assurance

A review of this report was conducted by management to ensure its accuracy with oversight from Remco and the Board. While this report has not undergone formal auditing, it does reflect data extracted from the audited AFS by our auditors, Ernst & Young Inc (EY).

Approval

The Board is responsible for ensuring the integrity of this report. The Board affirms that this report accurately reflects all decisions made and provides comprehensive disclosure of MTN's remuneration policies and their implementation. This report was approved by the Board for release on 29 April 2024.

Forward looking statements

Statements about our future prospects and performance may be contained in this report. It is important to note that these are forward looking and are not a guarantee of future outcomes. Various factors including volatile business environments which are beyond MTN's control may impact these projections. This, including profit forecasts, could cause actual results to be significantly different to what is indicated in this report. Any forward looking information is the responsibility of the directors and has not been reviewed or reported on by the external auditors.

Guidelines

This report has been developed with reference to the following:

- The Companies Act, No 71 of 2008 (as amended).
- JSE Limited (JSE) Listings Requirements.
- Sustainability Accounting Standards Board (SASB).
- King IV.
- International Financial Reporting Standards (IFRS).

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Remuneration Report continued

Part I Background

The year in review:

Dear stakeholders

On behalf of the Board, I am pleased to present our remuneration report for FY 2023 against the backdrop of solid business performance, delivered in a challenging operating environment.

2023 marked a period of uncertainty and disruption, with our elevated levels of macroeconomic and geopolitical volatility that had major impacts on our business. Despite these challenges, we stood strong guided by our ***Ambition 2025*** strategy and unwavering dedication to our core principles. Leveraging our strengths, adaptability and the collective efforts of our talented employees, we not only weathered the storm but stand strong in the demonstrated ability of our people to thrive in even the most demanding circumstances.

To support the solid underlying commercial performance of our business, we remained focused on expense efficiencies to safeguard the profitability and cash generation of the business. As a result, we are proud to have reported on a resilient set of financial and non-financial performance, characterised by the agility and commitment of our people to delivering long-term sustainable value for all our stakeholders. Key to our performance is our commitment to our Environmental, Social, and Governance (ESG) principles. We prioritised sustainability, reducing our Scope 1 and 2 emissions and promoting eco-friendly practices. We are addressing the gender pay gap and are ensuring that we pay above government minimum wage standards and are actively fostering diversity and equity in our business. This was all performed while maintaining robust governance practices of transparency, accountability and ethical conduct throughout our operations. Our focus has also resulted in recognition from external bodies and the positive sentiments expressed by our employees indicate that our policies and principles are having the desired impact on attraction, retention and employee behaviour alignment.

A detailed breakdown of executive director and prescribed officer remuneration provides insight into the remuneration outcomes reflected in this report. We are confident that our remuneration policy and frameworks align with stakeholder interests.

Remuneration Report continued

Remuneration Committee composition

Building on these achievements, the Human Capital and Remuneration Committee (Remco) played a pivotal role in shaping and implementing our strategic initiatives. Led by a team of experienced professionals, the committee ensured that our remuneration and human resources policies remained robust, fair and aligned with the organisational goals. Their dedication and expertise were instrumental in driving our success and positioning MTN as a leader in employee management practices.

The committee comprises four independent non-executive directors with diverse skills and experience in telecommunications; finance, managing businesses in Africa and the Middle East; human capital; remuneration; and risk management. In FY 2023, the committee scheduled four meetings and all members actively participated in discussions and decision-making processes during these meetings. This level of engagement in discussions and decision-making processes demonstrates their commitment to ensuring fair and responsible outcomes.

Dr Khotso Mokhele
Chairperson

Qualifications: BSc Agriculture, MSC Food Science, PhD (Microbiology), eight honorary doctorates from various institutions

Meetings and attendance: 4/4

Appointed: 1 July 2018

Nkululeko Sowazi
Independent non-executive director

Qualifications: Masters degrees from University of California Los Angeles (UCLA)

Meetings and attendance: 4/4

Appointed: 1 November 2016

Vincent Rague
Independent non-executive director

Qualifications: MBA, BA; Hons (Economics/Statistics), executive development programmes

Meetings and attendance: 4/4

Appointed: 1 July 2019

Mcebisi Jonas
Independent non-executive director

Qualifications: BA History and Sociology, Higher diploma in education

Meetings and attendance: 4/4

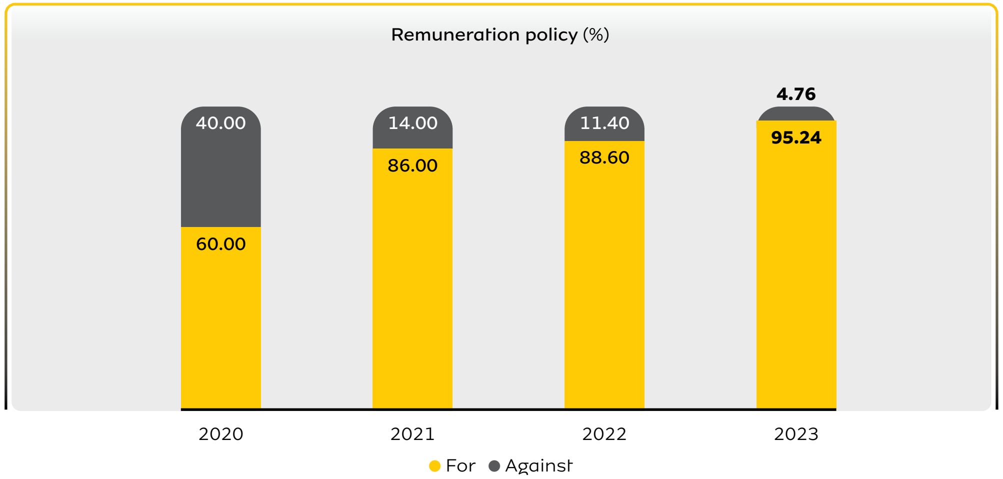
Appointed: 1 July 2019

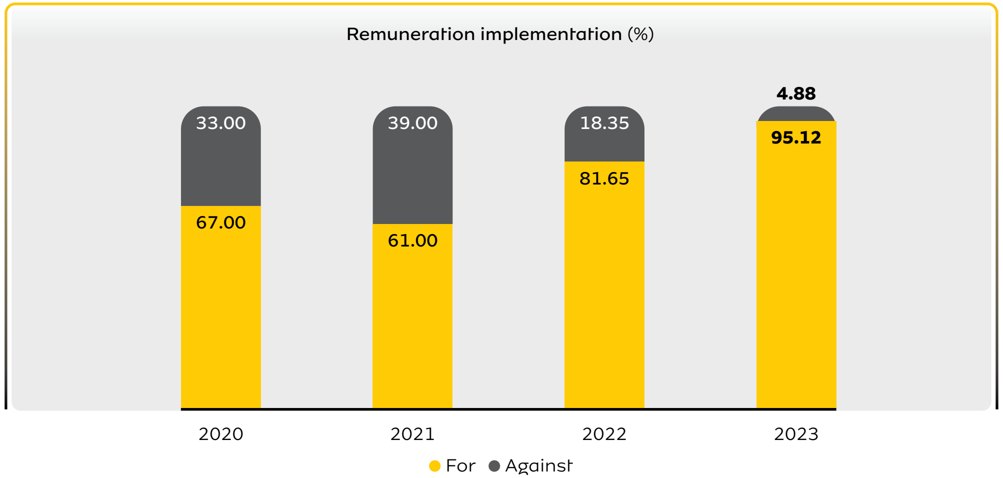
Remuneration Report continued

Shareholder engagement and voting results

Shareholders vote annually on the remuneration policy and implementation report. We are grateful for the confidence and support shown by our shareholders, as reflected in the significant increase in shareholder approvals granted for both our policies and their implementation. This demonstrates that our remuneration policy and frameworks, along with their implementation, effectively align with stakeholder interests.

As required by the JSE Listings Requirements, where a vote of 25% or more against the policy or the implementation report is received, MTN will engage shareholders to understand their concerns and, through the Board, record measures to address their concerns and provide feedback timeously.





We appreciate the open and candid engagements we had with our shareholders at the FY 2022 Annual General Meeting (AGM) and roadshows held during the FY 2023 year. These interactions provided our shareholders with the opportunity to raise their concerns, allowing us to address and enhance our remuneration disclosures, principles and policies and their application. The concerns raised in these engagements are detailed below, along with our responses.

Remuneration Report continued

Shareholder engagement feedback

Key shareholder concerns	Committee response
1. **Non-executive director (NED) fees** Rationale on NED variance and tiering by subcommittees, especially for attendance fees.	The determination of fees payable to NEDs is based on market median benchmarks of peer companies approved by the Board. The variance in NED fees by committee reflects the variances in market data, indicating that peer companies and the market have a view of the relative complexity of work and workload of different committees. Since we benchmark against these markets, our NED fees reflect similar differentials to those in the market.
2. **NED fee differential** Limited detail provided on the differential of fees between local and international NEDs.	International NEDs are benchmarked against local market medians. However, given the strength of the euro and the requirement to attract international NEDs, they are paid at a premium of the local NED fee. This premium is different for international Board and local committee Chair and member fees.
3. **ESG disclosure** Provide disclosure on ESG annual targets.	For FY 2022 reporting, there are two areas where we reported on ESG namely: (i) In the detailed report on ESG disclosed under the SR (pages 12 – 96), and (ii) In the IR (page 88, 92 and 103), where we provided an overview of how the ESG key performance indicators (KPI) linked to our short and long-term incentive payments and awards. A summary breakdown of the ESG KPIs and corresponding targets and performance are reflected on page 127 of this report. Further detail is provided in our SR on page 13.
4. **Pay gap disclosure** Details around the status of the MTN pay gap disclosure.	We are committed to being a responsible corporate citizen and want to ensure that our employees can live an inspired life. We note developments around the pay gap particularly in South Africa. Processes are underway to assess this pay gap and upon completion, full disclosure in accordance with legislative requirements will be made. For FY 2023, we provide details of initiatives currently underway to close other gaps in pay, such as the gender pay gap on page 48 of our SR.
5. **LTI changes and shareholder alignment** Constant currency and related adjustments result in reported versus incentive values being different. Shareholders are exposed to currency volatility, so too should executives, if management interests are to be aligned.	This concern was raised previously and a research benchmark-based response was provided in our FY 2022 remuneration reporting (2022 IAR, page 93) as follows: "It is a common practice by companies with significant operations in different countries, such as MTN, to represent their financial performance in constant currency terms to reflect the underlying performance of the business as well as determine incentive outcomes. Executives are measured based on their ability to drive value creation and outcomes using elements within their scope of control and context of our mandated business focus. We believe that the ***Ambition 2025*** strategy and its linkage to incentive KPIs result in strong alignment of management and shareholder interests over time."
6. **Remuneration framework changes** Limited details were provided on changes to the share scheme.	There were no material changes to the company's performance share plan (PSP) share scheme during the FY 2022. In FY 2023 however, a review was conducted on the fintech share scheme and changes were implemented in the December 2023 allocation. See page 114 for further details of the changes to the share scheme and other material remuneration changes.
7. **Alignment of incentives** Short-term incentives (STI) and long-term incentives (LTI) should be better aligned with shareholder interests in addition to face value of incentives.	Both incentive plans are performance-based. Our performance KPIs are stretched and are founded on our short, medium and long-term objectives in alignment with our strategy which the Board approves annually for all employees including executives. We believe that there is alignment with shareholder expectation as incentive KPIs cascade from overall strategy and are linked to broader organisational goals. The alignment is also reflected in the total annual remuneration of executives, which in turn reflects the performance of the business.
8. **Split remuneration** Why is there a remuneration split between South Africa and Dubai?	Given the pan-African nature of our business and the importance of having a competitive remuneration structure at senior levels, dual employment contracts are extended to select prescribed officers who have significant responsibilities outside their primary country of employment or whose income and expenses are incurred in multiple currencies. Our peer comparator analysis conducted in FY 2022 indicated that this remuneration principle is common among a number of companies with diverse geographic footprints. The primary contract is concluded in the home country in local currency and the dual contract is based in Dubai in US dollars. The dual contracts are subject to Board approval.

Remuneration Report continued

Shareholder concerns	Committee response
9. **Fintech structural separation** What is the remuneration around Fintech performance and structural separation KPIs as this does not appear to be meeting timelines.	The Group President and CEO, and other key functional executives had specific KPIs related to the fintech structural separation in their FY 2022 and FY 2023 scorecards. These KPIs were monitored throughout the year and their achievements were audited at year-end under "team performance/Element 2", directly impacting the incentive bonus outcome. Therefore, the remuneration outcomes are tied to the results of the separation.
10. **Executive director remuneration** How is the size of Group President and CEO base salary determined?	The Group President and CEO's annual fixed package is determined based on our remuneration policy, which applies to all employees. His total remuneration (annual fixed package, plus short and long-term incentives) is benchmarked against the market median of identified peer comparators of similar size and complexity. Any discrepancies relative to the market benchmarks are recommended for adjustment and require approval from the Board. Page 117 of this report outlines the peer group benchmark companies. Any specific benchmark exercises conducted during the year are disclosed in the Implementation Report.
11. **Use of TSR for LTI** Benchmarking TSR against peer groups may not be aligned, rather focus on LTI metrics.	TSR is a common performance metric that reflects long-term shareholder value creation and is used by listed companies locally and globally. When the incentive plans were developed, relative TSR was deemed to be an appropriate measure for MTN because it: • Reflects movements in share price, dividends and any other distributions providing a holistic view of shareholder value creation over a defined period. • Ensures that executives make decisions that maximise shareholder returns. • Incentivises long term strategic thinking and sustainable growth as our executives are driven to implement strategies that enhance shareholder value over longer periods in addition to delivering short term gains. Overall, TSR serves as an effective measure to promote accountability, and align executive and shareholder interests in long term value creation.

Remuneration Report continued

Our commitment to shareholders and alignment to voting guidelines

We continually review voting policy guidelines provided by proxy advisers. We are committed to ensuring alignment to the guidelines, considering appropriate local and global market practice. Actions to ensure alignment are indicated below.

Voting guideline	MTN alignment
Executive remuneration and pay for performance	• Remuneration decisions are informed by market information comparator companies which guide the determination of appropriate pay mixes. • Both the STI and LTI plans reflect performance conditions which drive our strategy. There is a clear link between performance outcomes and payment made at minimum, threshold target and above-target performance conditions. • Pay-outs outlined in the implementation report adhere to the principles as outlined in the remuneration policy. • The policy is formulated to drive the achievement of MTN strategic objectives and align executive and shareholder interests to deliver long-term sustainable value.
Service contracts and policies	• *Ex gratia*, sign-on, retention or other non-contractual payments are defined in the implementation report's emoluments section. • Severance payments are disclosed.
Policy application	• All material remuneration decisions are subject to Board approval and shareholder approval at the AGM. • We actively engage with shareholders on an ongoing basis and where concerns are raised, we respond and implement remedial actions as required.

Remuneration Report continued

Committee activities and focus areas

Remuneration Committee activities for FY 2023

- Annual fixed remuneration package benchmarking and annual increase approvals for executive directors, general executives, non-executive management and non-management employees.
- Enhanced reporting in the FY 2023 remuneration report.
- Annual target setting, performance scorecard outcomes and pay-outs for STIs and LTIs.
- Considered alternative methodologies for the determination of the pay gap.
- Benchmarked and proposed annual fees for non-executive directors.
- Reviewed the long-term incentive plan for our operations and adjacent businesses.
- Engaged with shareholders and approved remedial actions and feedback on concerns.

Remuneration Committee focus for FY 2024

- Strengthening remuneration governance frameworks.
- Reviewing our lower-level staff share empowerment plan.
- Reviewing executive pay practices to continue the alignment to shareholder interests as indicated in this report.
- Addressing identified pay inequities based on race, gender, disabilities, or work of equal value in line with our fair and responsible pay principles.
- Enhancing employee wellness initiatives in line with our 'Live Inspired' employee value proposition.
- Continuing shareholder engagement on remuneration and human capital matters.
- Approving the various share plan reviews and implementation thereof.
- Approving our pay gap methodology, metrics and publication thereof.
- Continue to review and implement an appropriate remuneration model for the fintech business in alignment with the strategic objectives of the MTN Group's ***Ambition 2025***.

Key successes and recognition

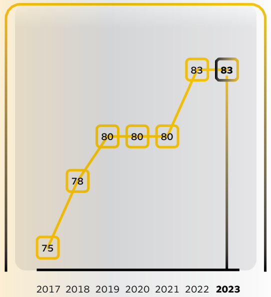
In FY 2023, MTN achieved significant successes and received recognition for its remuneration and human resources policies. These accomplishments underscore our commitment to excellence and innovation in employee management. Through various initiatives and strategic decisions, we have demonstrated our ability to adapt to challenges, drive sustainable growth and align with global best practices. This report highlights the key achievements and recognition received during the year, showcasing our ongoing efforts to enhance employee wellbeing, promote diversity and inclusion, and deliver long-term sustainable value to our stakeholders.

MTN named on Forbes' **World's Best Employers** list for 2023

MTN named on the Top 400 Global Companies for the third time in four years

Forbes 2023
WORLD'S BEST EMPLOYERS
POWERED BY STATISTA

Maintained a high **Employee Engagement** score



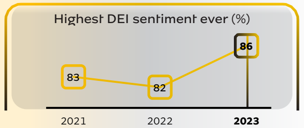
Improved **External Market** ratings

95% Rem Report — Remuneration Report shareholder **rating** – Highest ever rating

MSCI ESG RATINGS AA — MSCI score moved from A to AA due to **workforce reporting** contribution

FTSE Russell — 1.8pp increase in FTSE on Social for **transparency and disclosure**

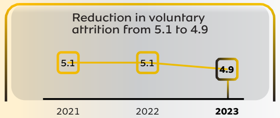
Strong **DEI** Metrics



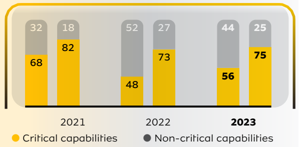
95% +1pp YoY — Women in Tech **exceed 2025 target by 2pp**

2.5% — Reduction in mean salary gender pay gap

Low **Attrition,** High **Attraction** for critical talent



Our attraction of critical skills 3x more than our regretted losses



HR Experience score improved

Live Y'ello — **Refreshed company values and associated behaviours** to drive our culture

MTN ULearn — Launched our Unlimited Learning (MTN ULearn platform) to aid **upskilling and reskilling** of MTNers

Remuneration Report continued

Information access and external advisers

Members of the committee have the right to request access to any information necessary to make independent judgments on remuneration and related matters, including potential impacts on risk, regulation, compliance, control, or conduct. Our executive management team research, develops and presents all strategic reward processes for approval by the committee. The Remco has delegated approval authority at various levels, with defined roles and responsibilities. The committee has engaged the following service providers and consultancies for independent external advice and is satisfied with the independence and objectivity of each adviser.

- DG Capital.
- Old Mutual RemChannel.
- Vasdex.
- Deloitte Consulting.
- Bowmans Reward Advisory Services.

Regulatory compliance

The reporting of our remuneration policy and implementation framework adheres to the requirements of the South African Companies Act, aligns with the principles and recommended practices of King IV™, and meets the provisions set out by the JSE Listings Requirements. We are attentive to broader remuneration governance guidance and frameworks, ensuring compliance with relevant developments as they arise, including proposed changes to the Companies Amendment Act, 2008.

As a responsible corporate citizen, we remain committed to fair and responsible remuneration practices. Our policies are designed to attract, retain and motivate critical and skilled talent while aligning with the long-term interests of our shareholders and stakeholders. We believe that our current practices are in line with best practices and consistent with principles of good governance. Regular reviews of our policies are conducted to ensure they remain effective and aligned with our strategic objectives.

We are actively monitoring proposed changes to the Companies Act via the Companies Amendments Bill 2023. Through our combined Group's submission, we are providing inputs to the proposed amendments, particularly those related to remuneration requirements. We recognise the importance of transparency and accountability in remuneration practices and are committed to full compliance with all regulatory requirements.

The proposed amendments aim to enhance disclosure requirements and ensure transparency in remuneration policies and practices. While we support the goal of greater transparency, we are carefully reviewing the proposed changes to avoid unintended consequences and undue burden on companies.

We will continue to monitor developments regarding the proposed amendments and ensure our practices comply with all regulatory requirements. We remain committed to transparency, accountability and good governance in all aspects of our business.

As a committee, we are satisfied that we have fulfilled our responsibilities as outlined in our terms of reference and that the objectives of the policy have been achieved without material deviation.

On behalf of the committee, I extend our gratitude to our employees, shareholders and stakeholders for their continued support and confidence in our collective vision. Together, we look forward to navigating the challenges and opportunities ahead with confidence and determination to achieve our ***Ambition 2025*** strategy.

KHOTSO

Dr Khotso Mokhele
Chair: Human Resources and Remuneration Committee

Remuneration Report continued

Part II Remuneration policy

Remuneration philosophy

The remuneration philosophy, policies and framework are integral components of our HR strategy, guiding the remuneration of executive management (including executive directors and prescribed officers), NEDs and other employees to align with the overall business strategy. These elements are fundamental to our Live Inspired value proposition, reflecting our commitment to fair and responsible pay principles.

Principle details

Fair and responsible pay

Our commitment to fair and responsible remuneration is deeply ingrained in our remuneration policy, guided by our fair and responsible pay principles. As a committee, we ensure that our remuneration practices are externally competitive, internally equitable and devoid of bias. This includes job grading, annual salary benchmarking and mean gender differential analysis, designed to ensure that remuneration remains primarily market-oriented and fair. We are further considering the appropriate methodology to measure and report the gap in pay between the highest and lowest earners, as required by the Companies Amendment Act.

We ensure internal equity in our remuneration practices by applying fair pay principles and addressing identified gaps such as the total pay gender mean and median pay gap which we reduced by 1.76% and 3.19% respectively in FY 2023 through company-wide analysis and initiatives (this is described in our SR on page 48). We also uphold equal pay for equal work principles, ensuring fair remuneration based on job complexity, as determined by our job grading system. We conduct ongoing analyses to ensure the consistent application of this principle.

An enabler of strategic objectives

Our remuneration framework plays a pivotal role in aligning our workforce with the company's overarching goals and values. We reviewed our STI parameters to address perceived remuneration gaps between non-executive and executive employees, increasing the maximum to 200% for non-executive employees. This change was successfully implemented across our markets in FY 2023 and is expected to help close the gap in total remuneration between the two groups.

Recognising the sensitivity and significance of the pay gap, we are developing the appropriate principles and metrics to accurately assess the gap. We will disclose these, along with initiatives to reduce identified gaps in FY 2024.

Strengthen the culture and core values

Strengthening the MTN culture, our Anywhere, Anytime Work Policy has enabled employees to work flexibly and still meet their work objectives. We also recognise that hybrid work requires conscious and deliberate in-person mechanisms to ensure our culture, connections and experiences as a Y'ello family remain strong. While we are committed to maintaining the benefits of the policy, we have adjusted it to include a minimum three-day in-office requirement, effective from April 2024.

Attract, motivate, reward and retain our human capital

Retain crucial talent for the achievement of our *Ambition 2025* strategy, we need to invest in our employees. We have therefore approved the implementation of a cash retention plan payment for identified scarce and critical skills. This will support and reinforce our overall retention strategy.

A cash retention payment will only be considered in exceptional circumstances, where the loss of a critical or scarce skill poses a significant risk to business continuity, value and effective operations of MTN. The quantum of the payment is based on affordability (budget availability), the degree of the retention risk and the value of the skill to MTN. A rigorous application process based on defined eligibility criteria and approval from Group Exco, Human Capital and Group Remco will ensure a fair, objective and rational approach to selection. Successful applicants are required to sign a retention and payback agreement.

Transparent consistent communication

We have utilised digital tools such as Microsoft Teams platforms, collaboration software and messaging apps to facilitate quick and transparent communication across MTN. By implementing these strategies, we foster a culture of transparent and consistent communication, leading to improved employee engagement and organisational effectiveness.

Remuneration Report continued

Our total remuneration framework

Total remuneration framework

	Purpose/intent	Components	Determination/Description	Eligibility
Annual fixed package	• Remunerate employees for work performed. • Attract and retain talent.	• Basic salary/fixed pay. • Guaranteed Benefits. • Retirement Fund. • Disability and Death. • Medical aid.	• Involves evaluating various factors such as market benchmarks, job level, performance and internal equity. • This process ensures that the fixed pay is competitive, fair and aligned with the remuneration philosophy and strategy.	All employees
Short-term incentives	• Reward employees for the delivery of annual strategic objectives, balancing short-term performance and risk-taking with sustainable value creation.	• Annual short-term incentive. • Sales commission plans.	• An annual award linked to a combination of MTN financial performance, delivery of strategic priorities and team performance against specific measures. • Set as a percentage of annual fixed package/base salary dependent on the level. • Employees are rewarded annually in cash for achieving performance, at threshold (90%), at target (100%) and maximum levels of performance, up to a pre-specified maximum based on employee level. • Performance measures are weighted by employee category or grade. • The sales commission plan differs according to job, level and product/service sold.	All employees are eligible and incentivised through either the annual cash performance bonus plan or a relevant cash commission plan dependent on their role and level, but not both to ensure that there is no double incentivisation
Long-term incentives	• Align the interests of executives and key employees with the long-term performance and success of the organisation, driving sustainable growth and shareholder value over time, in accordance with the share plan rules. • Provide the employee with the opportunity to share in the value they have helped create and create their own wealth.	Awards provided in the form of shares (or notional shares) through one of the following three plans: • PSP. • Employee share option plan (ESOP). • Notional share option plan (NSO) for non-listed operations.	• Based on performance across a combination of return on equity, cash flow, relative TSR, ESG and EBITDA performance for non-listed operations. • Based on employee level and allocation set as a percentage of a defined annual incentive salary, and linked to performance. • Annual awards of ordinary and notional shares are linked to corporate performance. • Performance shares vest subject to sustained corporate performance measured over a three-year performance period, up to a pre-specified maximum based on employee level. • The last PSP award that had retention shares was in 2020 and vested subject to continued employment over a three-year period. These are no longer issued.	• PSP – executives and management-level employees in South Africa and other listed entities (Ghana and Nigeria). • NSO – management level employees in non-listed entities. • ESOP – all non-management level employees in MTN Group and other listed entities (currently under review).
Additional rewards	• Recognise and celebrate high performance by giving special attention to employee actions, efforts and behaviours in support of our strategy by reinforcing behaviours that contribute to organisational success.	Qualitative programmes including: • Recognition. • Workplace flexibility. • In-kind benefits such as lifestyle benefits.	Special achievements or recognition, length of service, market competitive benefits and budgetary considerations. Recognition aimed at motivating and retaining employees.	Applicable employees as approved by the relevant boards.

Remuneration Report continued

Adjustments to our remuneration framework in FY 2023

Notional share option plan (NSO)

This plan awards phantom shares to eligible employees in MTN Opcos, excluding Nigeria and Ghana and is cash-settled after three years from vesting. Given the growth and life stage of the Opcos, in addition to the business platforms having different growth projections, there was a requirement to review the plan and align it to applicable Group incentive principles. The review was undertaken in 2023 and the following adjustments are recommended for implementation in future allocations.

Plan element	Change from	Change to
Determination of incentive payout value	Based on the appreciation in the notional share price.	Based on the full notional share price considering actual performance against the three-year business plan.
Allocation multiples	General Managers 0.75 Senior Managers 0.50 Managers 0.25	General Managers 0.60 Senior Managers 0.40 Managers 0.20
Performance condition	EBITDA-based valuation	Valuation using profit after tax (PAT), three-year average of actual to business plan, with 25% vesting at 90% of target and 100% vesting at stretch performance of 110% of target.

Employee share ownership plan (ESOP)

The MTN Group established the 2016 ESOP for the purposes of incentivising, rewarding and economically empowering our employees through share ownership. Under this plan, employer companies, from time to time, procure the grant of participation shares to designated participating employees. All non-management level employees in South Africa and other listed entities are eligible to participate.

Since the establishment of the ESOP Trust, for employees based in South Africa, a total of ten allocations have been made to over 5 200 employees. The overall cumulative market value of the vested and unvested awards at the end of FY 2022 and FY 2023 was in the order of R352 million and R337 million, respectively. We are proud of how this plan has empowered our participating employees. Although this plan terminated in 2022, we are in the process of reviewing it to implement it in the future.

The overall ESOP Trust limit was 3 million shares. The below table presents the share balances for FY 2023:

	Number of shares
Allocated since inception	2 528 349
Less: exercised up to 31 Dec 2022	(1 733 868)
Equals: closing as at 31 Dec 2022	794 481
Less: exercised during FY 2023	(353 706)
Equals: closing as at 31 Dec 2023	**440 775**

The closing balance consists of unexercised (vested, unvested and forfeited) shares in trust. The vested and unvested will still be claimed by employees under the terms of the current scheme, whereas the forfeited shares will remain in the trust until it is wound down.

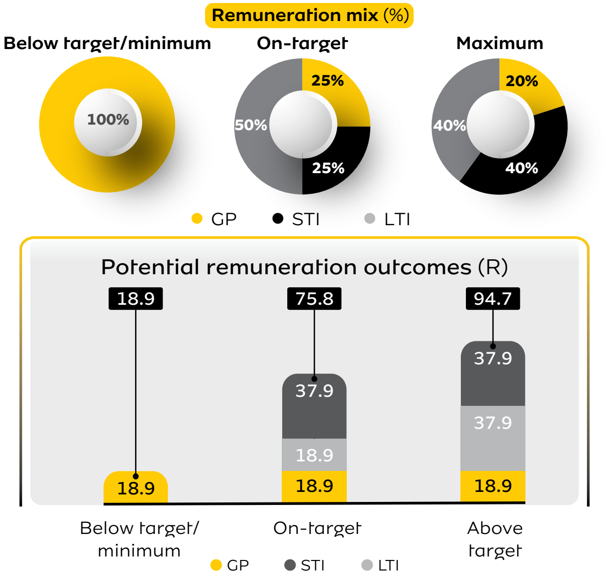
Executive remuneration

FY 2023 pay mix

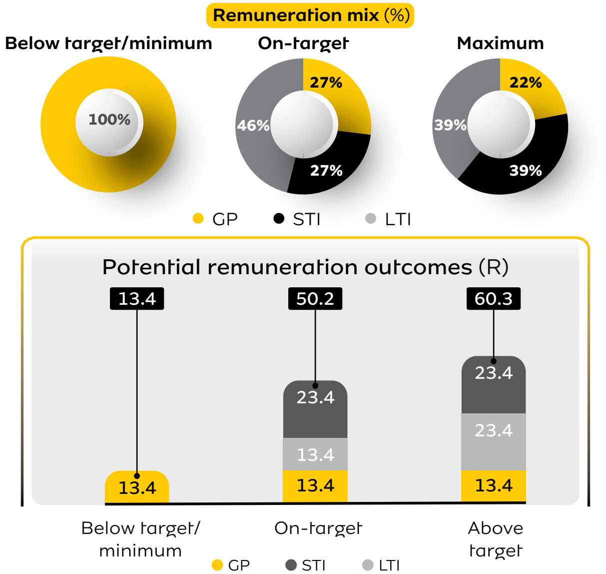
Executives receive a combination of fixed pay, benefits and short and long-term incentives. The proportion of at-risk performance variable pay increases at senior levels, aligning executive interests with those of our shareholders to drive long-term sustainable value. While annual fixed remuneration does not vary based on performance, the variable portion does. In line with King IV™ and proxy adviser guidelines, the remuneration mix scenarios, in addition to the total figure of potential remuneration outcomes for below target/minimum, on-target and maximum performance, are reflected for each executive director and prescribed officer.

Remuneration Report continued

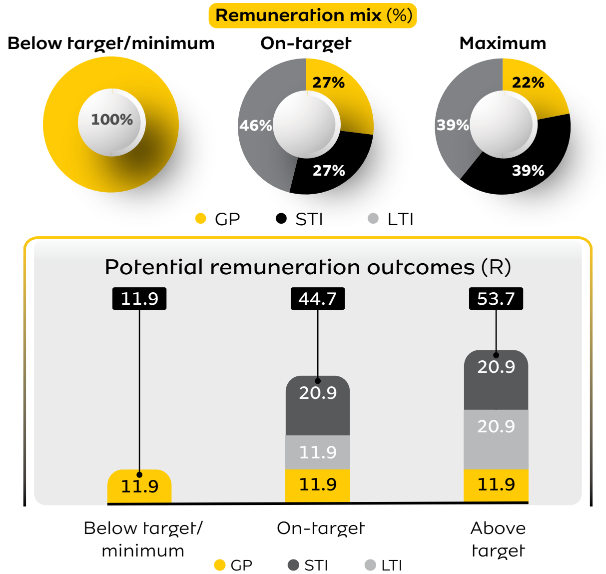
Group President and CEO



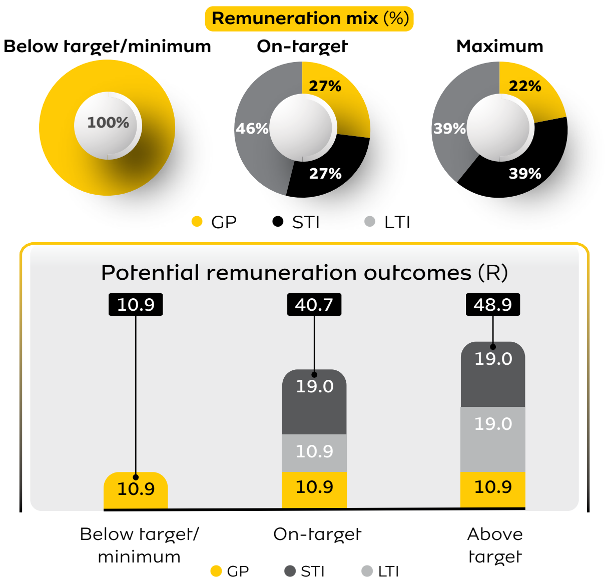
Group Chief Operating Officer



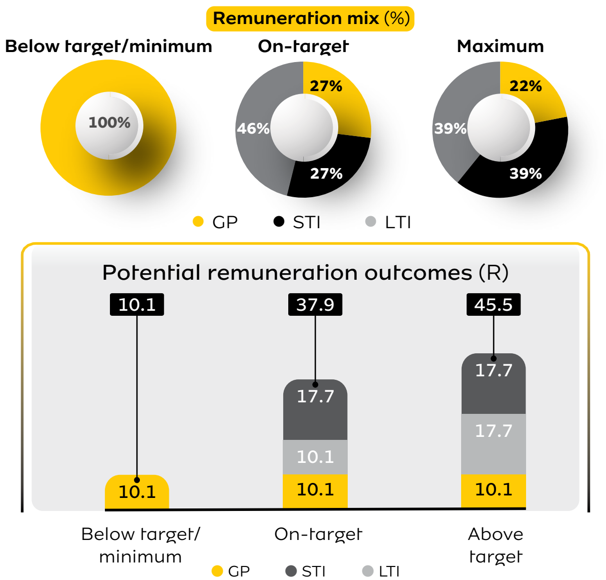
CEO: MTN Nigeria



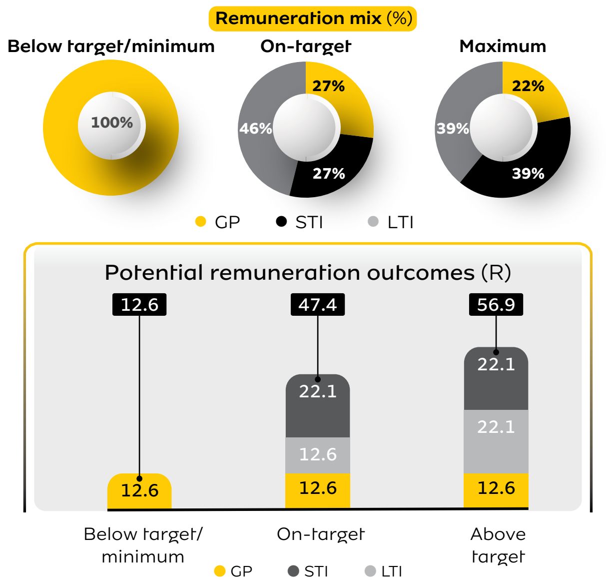
Group Chief Financial Officer



CEO: MTN South Africa



Senior Vice President: Markets



Remuneration Report continued

We are satisfied that the potential remuneration mixes and outcomes for our executives under different performance conditions are fair, competitive and create alignment between shareholder and executive interest. Executive pay is demonstrably tied to performance, with upside potential for overperformance and significant downside for underperformance in accordance with our pay-for-performance philosophy. Remuneration outcomes for various performance scenarios are indicated in ZAR.

Annual fixed remuneration determination

We operate globally, therefore the need to consider the structure and quantum of executive remuneration from different perspectives is critical to ensure the attraction and retention of skills required to deliver sustainable returns to shareholders. The committee undertakes an annual review of executive remuneration relative to defined peer companies based on relative size, industry and complexity. All elements of remuneration are compared to market benchmarks. We target the median (50th percentile) of the relevant market for executive and prescribed officer total remuneration including annual fixed package and variable pay elements.

We subscribe to the Old Mutual RemChannel salary survey. Bowmans Reward Advisory Services conduct a customised benchmark survey for our Group Exco roles. These surveys include a mix of peer companies in the same industry, competing industries for specific skills, or companies of similar size and financial performance.

Our peer benchmark comparators include large JSE-listed companies (JSE comparators) with substantial operations outside South Africa and in the JSE Top 40, such as AngloGold Ashanti, Vodacom, Bidcorp, Sibanye Stillwater, Standard Bank, Shoprite, Sasol, Multichoice and Woolworths. We also consider global telecommunication companies regardless of size and jurisdiction, including Vodafone, Telefonica, BCE, Telstra and Spark NZ. Additionally, we include large emerging telecommunications companies with a cost-of-living adjustment (COLA), such as Airtel, Vodacom, Etisalat, VEON, Telkom Indonesia, Singtel and Orange.

Variable remuneration

Annual short-term incentive

Annual STI determination is based on company performance (CP) i.e., Element 1 and team performance (TP) i.e., Element 2.

Incentive award pools are determined as illustrated below:

Performance criteria	Description of performance criteria
CP	• Company financial performance targets are established based on strategic themes at the start of the fiscal year. • Results are audited by an independent body. • Achievement percentages against targets are converted into a nominal performance-linked scale, adjusted to accommodate maximum earning potential.
TP	• Strategic themes are translated into priorities – KPIs – for execution at the executive level. • Depending on the size of the function and where applicable, team performance scorecards are further cascaded to levels below executives. • KPI achievement is proportionate and weighted.

After assessing and auditing company and team performance outcomes for the year, both elements are used to calculate the final incentive payout.

Executive annual incentive parameters

Executives are assigned both company-wide and team-specific KPIs, each with its own weighting. A bonus multiplier, which is a percentage of the annual fixed package, is applied based on executive job level.

Executive directors	CP	TP	On-target	Max
Group President and CEO	70	30	100	200
Group Chief Financial Officer (GCFO)	70	30	100	175

Prescribed officer	CP	TP	On-target	Max
Group Chief Operating Officer (GCOO)	50	50	100	175
CEO: MTN South Africa	30/30†	40	100	175
CEO: MTN Nigeria	30/30††	40	100	175
Senior Vice President: Markets	60†††	40	100	175

† 30/30 MTN Group and MTN South Africa.
†† 30/30 MTN Group and MTN Nigeria.
††† 30/30 MTN Group and All markets except South Africa and Nigeria.

Remuneration Report continued

Company performance (CP)

CP is measured against both **financial and non-financial measures.**

Financial performance measures

Financial performance is measured against four indicators. These are extracted from the Board-approved business plan and are equally weighted.

		CP measurement				Weighting	
		Below threshold %	Threshold %	At target %	Maximum %	Group management company %	Subsidiary %
Financial element	**Definition**						
Service revenue	Gross income of the company derived from the sale of services (excluding, for example, mobile devices).	<90	90	100	110	20	25
EBIT^	Earnings before finance charges and tax.	<90	90	100	110	20	25
Net operating cash flow	Cash generated by the company net cash outflows to support operations and maintain its capital assets.	<90	90	100	110	20	25
Group attributable earnings	Profit which is 'attributable' to the ordinary shareholders after the normal operating expenses have been deducted, together with finance costs, extraordinary items, taxation and preference dividends.	<90	90	100	110	20	–

^ *Effective FY 2024, EBIT was replaced with PAT.*

Non-financial performance is measured against three indicators.

Non-financial performance measures

Description of objective and link to strategy		CP measurement				Weighting	
		Below threshold %	Threshold %	At target %	Maximum %	Group management company %	Subsidiary %
Non-financial KPIs – competitive performance							
Market share	Represents the percentage of an industry, or market's total sales that are earned over a specified period.	While target is at 100%, both threshold and maximum % vary per Opco.				Dependent upon Opco focus, the weighing varies between 8.33% and 12.5% per metric. The overall cumulative total for the non-financial element totals 20% for Group and 25% for operations.	
Customer churn	Percentage or number of subscribers to a service who discontinue their subscriptions to the service within a given period.	While target is at 100%, both threshold and maximum % vary per Opco.					
Relative customer net promoter score (NPS)	Index that measures the willingness of customers to recommend MTN's products or services to others. It is used as a proxy for gauging the customer's overall satisfaction with a company's product or service and the customer's loyalty to the brand. The NPS is measured relative to the company's closest competitor in the market.	<90	90	100	110		

Remuneration Report continued

Team performance (TP)

TP is measured against KPIs that measure enabling strategy value drivers, including cash upstreaming, ESG, subscriber growth, active data users, regulatory risk management, network quality etc. The team performance score is calculated in the same manner as the company performance score based on the actual performance versus the targets indicated.

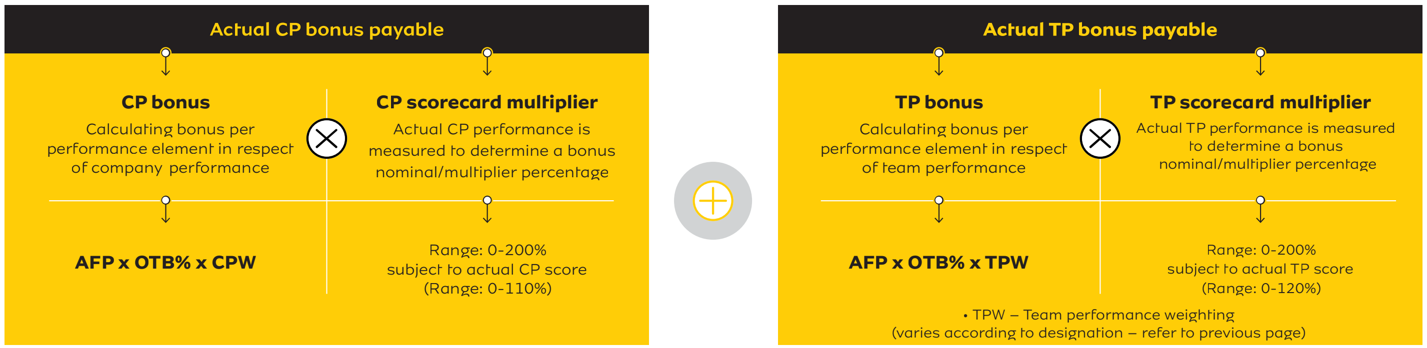
		TP measurement				Weighting	
Description of objective and link to strategy		Below threshold %	Threshold %	At target %	Maximum %	Group management company %	Subsidiary %
Team performance	The TP target reflects operational value drivers and the achievement of the broader strategy. Our organisation structures and integrated business model are designed to ensure that all business units contribute to the delivery of Group targets.	0 (per KPI)	80 (per KPI)	100 (per KPI)	120 (per KPI)	Variable based on employee job level (per KPI)	

The threshold refers to the minimum performance per objective and not the consolidated achievements of objectives. Refer to pages 132 to 137 for details of the performance of executive directors and prescribed officers for the year under review.

Short-term incentive calculation

The incentive is calculated as follows:

Upon assessment of company performance by the Board based on the independent audit outcomes, an incentive pay out is either declared or not. Should an incentive be declared, the amount payable is calculated as follows:



AFP – Annual fixed pay.
OTB% – On-target bonus % (varies according to designation – as indicated on page 117).

Remuneration Report continued

Long-term incentive plan (LTI)

Our LTI objective is to drive performance and attract, retain and recognise the contribution of eligible employees by providing an additional incentive to contribute to MTN Group's continued growth to fulfil our medium and long-term objectives.

The following LTI plans are currently in operation:
- PSP.
- NSO.

Note: The ESOP closed in 2022 and we are in the process of developing a new ESOP which will serve the same purpose.

Performance share plan (PSP)

Executive and management-level employees in South Africa and other listed entities (in Ghana and Nigeria) are eligible to participate in the PSP.

This plan awards performance-based shares to executive and management employees for the achievement of strategic targets over a three-year measurement period. Awards are determined as a percentage of annual fixed package (AFP), ensuring an appropriate pay mix for the relevant role. Awards take place annually in December and are subject to malus and clawback provisions.

The following table indicates allocation multiples for employees participating in the Group PSP scheme:

Job level	Allocation multiple as % of AFP
Group President and CEO	200
Group Chief Financial Officer and Group Chief Operating Officer	175
Tier 1 CEOs and Senior Vice President: Markets	175
Other Group Exco members	125
General Executives	100
General Managers	60
Senior Managers	40
Managers	20

Remuneration Report continued

The following award conditions apply in different combinations for the last four awards made:

Condition	Description
TSR – MSCI EM Index	A sliding scale of 100% vesting at the 75th percentile of the two MSCI EM Telecoms Index and 25% vesting at the median with straight-line vesting in between the two points. 0% vesting for below the median. TSR is measured by comparing the 30-day volume-weighted average price at the beginning and end of the three-year measurement period, plus re-invested dividends. TSR must be positive and is reflected in common currency (ZAR).
Cumulative operating free cash flow (COFCF)	The performance share plan is targeted at the sum of the budgeted cash operating free cash flow (COFCF) established each year for the three-year measurement period. Vesting is set at 25% for achieving 90% of the target and 100% for achieving 110% of the target, with a sliding scale between these points. COFCF is measured in constant currency (ZAR).
Return on equity (ROE)	Defined as adjusted headline earnings per share/equity excluding non-controlling interest (NCI) and such non-operational items as approved by the Group Remco for each year divided by three. There is a 25% vesting at 90% of budget/target (kick-in), a 100% vesting at 100% of budget/target and a straight-line vesting between the kick-in and budget/target rate.
ESG	ESG comprises of the following elements: broadband coverage, diversity and inclusion and Net Zero emissions etc. ESG will be measured over the three-year measurement period with a 25% vesting at threshold value (kick-in); 100% vesting at 100% of target; and a straight-line vesting between the kick-in and target rate. Further detail is provided on page 127.

Performance metrics, weightings and targets for awards that have vested in prior years, as well as unvested allocations, are detailed below:

	Performance targets			**2020 PSP**			**2021/2022 PSP**			**2022/2023 PSP**
Performance conditions	Minimum	On-target	Maximum	Group CEO, COO, CFO %	Group Exco %	Other management %	Group CEO %	Group Exco %	Other management %	**All employees %**
TSR – MSCI EM	Median	75th percentile		30	33.33	25	22.5	25	25	**25**
COFCF	90% of three-year business plan	110% of three-year business plan (stretched)		30	33.33	25	22.5	25	25	**25**
ROACE	90% of three-year business plan	100% of three-year business plan		–	–	–	–	–	–	**–**
ROE	90% of three-year business plan	100% of three-year business plan		30	33.33	25	22.5	25	25	**25**
Retention	–	–	–	–	–	25	–	–	–	**–**
B-BBEE	8.33%	Per LOA	Per LOA	5	–	–	5			
Compliance	8.33%	Per LOA	Per LOA	5	–	–	5	–	–	**–**
ESG*	–	–	–	–	–	–	22.5	25	25	**25**

Remuneration Report continued

ESG KPI composition

Our sustainability vision is to create shared value for our stakeholders through responsible ESG practices and solutions. The critical focus areas are linked to clear targets and measurable performance indicators. Executives and managers are held accountable for ensuring the achievement of ESG targets, through the linking of ESG KPIs to both short and long-term incentives. KPIs are reflected on page 127.

Minimum shareholding requirements (MSR)

To align shareholder and executive interests, executives are required to acquire and hold MTN shares in proportion to their annual fixed packages. The personal shareholding for each executive director and prescribed officer is reflected below.

The personal shareholding and the value of shares for each executive director and prescribed officer is reflected below.

Name	Designation	Number of shares^	Required holdings as multiple of AFP	Value of holdings as a multiple of AFP	Notes
RT Mupita	Group President and CEO	1 117 571	2.5	11.1	715 303 shares in MTN and 402 268 American depository receipts
TBL Molefe	Group Chief Financial Officer	119 967	1.75	2.1	Shares in MTN
J Schulte-Bockum	Group Chief Operating Officer	188 355	1.5	2.8	Shares in MTN
C Molapisi	CEO: MTN South Africa	52 600	1.5	1.1	Shares in MTN
K Toriola	CEO: MTN Nigeria	2 114 472	1.5	3.1	Shares in Nigeria Plc
E Asante	Senior Vice President: Markets	8 000 100	1.5	5.0	Shares in Scancom Ghana Plc

^ The target value of shareholding is determined at start and fixed for a five-year period. Annually, each executive is required to accumulate at minimum a fifth of their overall target value i.e. 20% annually. Includes direct and indirect shareholding in MTN Group Ltd, Nigeria Plc, Scancom Ghana Plc

Remuneration Report continued

Other applicable remuneration policies

Malus and clawback

Definitions	Provisions
Malus is the ability of the employer to reduce, in part or full, the value of an incentive that may be paid or vest in the future prior to the payment or vesting date. Clawback is the employer's ability to recoup the value of cash payments or vested shares in part or in full after the executive is entitled or has already received the remuneration.	• The Board may act on recommendations of the Remco to implement (malus) or recover (clawback) at-risk remuneration where there is reasonable evidence that an employee has materially contributed to or been materially responsible for the need for the restatement of financial results. • Trigger events may include instances where information used to determine the quantum of an incentive remuneration amount was based on error, or inaccurate or misleading information; and/or actions or conduct of a participant which, in the reasonable opinion of the Board, amount to serious misconduct; and/or events or behaviour of a participant or the existence of events attributable to a participant that have led to, among other outcomes, censure under applicable rules, or reputational/financial damage.

Executive employment contracts

Executive director and prescribed officer service contracts for the year ended 31 December 2023 are indicated below:

Name and designation	Employment contract	Notice period by either party	Restraint of trade
RT Mupita: Group President and CEO	Employed on a limited duration contract ending 30 September 2025.	6 months	12 months
TBL Molefe: Group Chief Financial Officer	Employed in 2021 on a permanent employment contract.	6 months	12 months
J Schulte-Bockum: Group Chief Operating Officer*	Employed in 2017 on a limited duration contract which expired in January 2021 and was extended to 31 March 2024.	6 months	12 months
C Molapisi: CEO – MTN South Africa	Employed in 2009 on a permanent employment contract.	6 months	6 months
K Toriola: CEO – MTN Nigeria	Employed in 2006 on a permanent employment contract.	6 months	6 months
E Asante: Senior Vice-President: Markets	Employed in 2008 on a permanent employment contract.	6 months	6 months

* *J Schulte-Bockum's contract concluded on 31 March 2024.*

All executives are entitled to standard benefits and participate in short and long-term incentive plans, subject to the applicable rules.

Remuneration Report continued

Executive employment termination payments

Conditions applied to executive and prescribed officer remuneration on termination:

Element	'Fault terminations' – resignation, abscondment, early retirement or dismissal	'No-fault terminations' – retrenchment, retirement, restructuring, disability or death
Fixed pay	Paid over the notice period or as a lump sum.	Paid over the notice period or as a lump sum or as per statutory requirement.
Benefits	Applicable benefits may continue to be provided during the notice period.	Benefits will fall away at such time that employment ceases.
STIs	No payment will be made, unless an incentive payment is payable while the employee is serving notice, in which case it will be paid on the bonus pay day.	Any Board-approved incentive, e.g., annual performance bonus becomes payable on a *pro rata* basis at the same time as other active employees subject to the incentive policy.
LTIs	No payment will be made. Only shares which vest during active employment will be paid out.	Any Board-approved incentive, e.g., shares become payable on a *pro rata* basis at the same time as other active employees subject to the incentive policy. Only shares equivalent to time served between grant and vesting are paid. There is no adjustment to performance.

Non-executive director remuneration

Non-executive director (NED) appointments are made in terms of the company's memorandum of incorporation and confirmed at the first AGM of shareholders after their appointment. To secure the services of NEDs with the right mix of skills and experience, we apply the following fee structure, differentiated by role and committee:

- Annual retainer.
- Fee per meeting.
- Further fee per meeting for any additional special meetings over and above Board and committee meetings.

Non-executive director service contracts

NEDs are not employees and are subject to re-election by shareholders at the AGM. They do not participate in our short or long-term incentive plans and are provided with communication devices such as mobile phones to conduct their duties. They are reimbursed for out-of-pocket expenses, such as travel and accommodation costs, incurred in the execution of their duties.

Non-executive director fee determination

The same principles to determine executive and employee remuneration levels are applied to NED fee determination. Remco reviews fees and policies annually which are informed by economic conditions, affordability and peer market benchmarking conducted by DG Capital.

The following criteria are utilised to determine appropriate peer benchmarks:

- Company size.
- Time commitment and responsibility associated with the role.
- Residency (local/international).

Remuneration Report continued

Local non-executive director fee market benchmarks

Banks	Insurance Companies	Mining	Telco	Retail	Other
FNB	Discovery	Anglo Platinum	Vodacom	Shoprite	Bidvest
Standard Bank	Sanlam	Exxaro	Telkom	Woolworths	Bidcorp
Absa	Old Mutual	Impala Platinum		Clicks	MultiChoice
Nedbank		Kumba Iron Ore			Tiger Brands
Capitec		Sibanya-Stillwater			Aspen

International non-executive director fee benchmarks

Anglo Gold Ashanti	Orange	Telkom
Bharti Airtel	Sanlam	Tiger Brands
Bidcorp	Sappi	VEON
Discovery	Sasol	Vodafone®
Gold Fields	South32	Woolworths
Millicom	Standard Bank	
Naspers		
Old Mutual		

Note: The companies indicated have international NEDs or are dual listed or report in dual currencies.

International NEDs are benchmarked against resident market medians. However, given the strength of the euro and the requirement to attract international NEDs, they are paid at a premium of the local NED fee. This premium is different for main Board international and committee international Chair and member fees.

Non-executive director remuneration policy and approval processes

We remunerate NEDs on the indicated market median differentiated by committee type and role. Where fees fall below the market median, additional adjustment are recommended to the Board. Where adjustments are above the approved budget, caps are applied and adjustments to the median are considered over time. NED fees are recommended to the Board and thereafter require a non-binding approval vote from shareholders at the AGM. FY 2024 proposed fee increases are reflected on page 140.

Remuneration Report continued

Part III Implementation Report

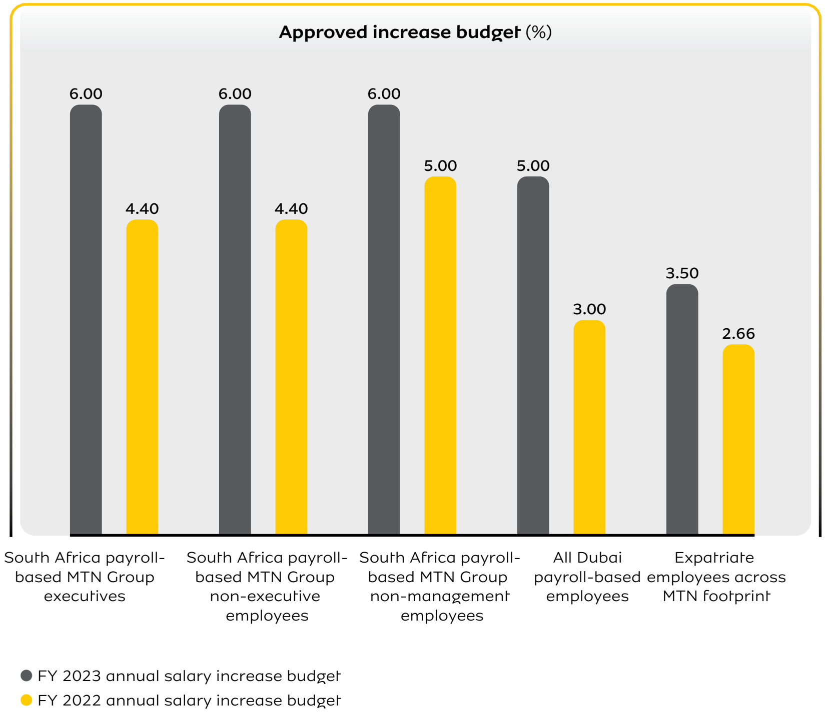
Part III reflects remuneration policy application as approved by Remco and the Board in FY 2023.

FY 2023 annual fixed remuneration

General employee salary increases

Based on our market benchmarking, affordability and current economic market conditions, the FY 2023 MTN Group salary increase outcomes, as approved by Remco and presented to the Board are as follows:

Increase percentages represent the distribution of a total approved budget. The employees actual increase differs based on performance and other distribution factors. Discrepancies in pay levels, for individual contributors in particular below market median or pay scale minima were addressed and lower-paid employees demonstrating exceptional performance were prioritised for further adjustments. Salary increases for expatriates and Dubai-based employees were based on local market conditions and skill scarcity.



Approved annual fixed remuneration increases

Where the executive has a dual currency contract, conditions such as inflation and in-country market increases were considered.

Name and designation	Currency	**2023 AFP**	2022 AFP	Increase (%)	Rationale
RT Mupita					*Dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa*
Group President and CEO	ZAR ('000)	**9 655**	9 109	6.0	*ZAR-based inflation linked increase*
	US$ ('000)	**537**	518	3.5	*US$-based inflation linked increase*
TBL Molefe					*Dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa*
Group Chief Financial Officer	ZAR ('000)	**11 286**	9 605	17.5	*Based on a bespoke benchmark exercise and in comparison to the level of responsibility of peers, the committee approved a 17.5% salary increase to the GCFO to ensure market alignment.*
J Schulte–Bockum					*Dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa*
Group Chief Operating Officer	ZAR ('000)	**6 380**	6 019	6.0	*ZAR-based inflation-linked increase*
	US$ ('000)	**405**	391	3.5	*US$-based inflation-linked increase*
C Molapisi					
CEO: MTN South Africa	ZAR ('000)	**9 497**	8 960	6.0	*ZAR-based inflation-linked increase*
K Toriola^					
CEO: MTN Nigeria	Nigerian Naira ('000)	**184 164**	158 762	16	*NGN-based inflation-linked increase*
	US$ ('000)	**316**	306	3.5	*US$-based inflation-linked increase*
E Asante^					
Senior Vice President: Markets	Ghana cedi ('000)	**3 175**	2 352	35	*GHC-based inflation-linked increase*
	US$ ('000)	**457**	441	3.5	*US$-based inflation-linked increase*

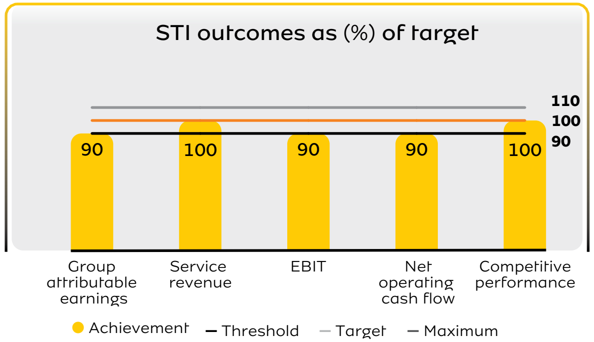
^ In the FY 2022 reporting, both E Asante and K Toriola were remunerated in local currency only. For FY 2023, the Board approved a split remuneration between local currency and US$..

Remuneration Report continued

FY 2023 STI company performance outcomes

Company financial and non-financial (competitive) performance outcome

Company performance measures	Weighting %	Threshold 90%	At target 100%	Maximum 110%	Actual performance	Actual performance
Financial measures		R' billion	R' billion	R' billion	R' billion	%
Group attributable earnings	20	21.6	24.0	26.4	21.6	90.0
Service revenue	20	189.2	210.2	231.3	210.2	100.0
EBIT	20	53.5	59.5	65.4	53.5	90.0
Net operating cash flow	20	28.7	31.9	35.1	28.7	90.0
Non-financial measures – competitive performance	20	90.0	100.0	110.0	100	100
Total company performance average						**94.0**



The overall average achievement of company performance against target is 94%. Based on the independent assessment of overall company performance against targets by EY, the Board declared a short-term incentive payment in accordance with the approved rules.

Team performance outcomes

Executive director and prescribed officer performance is measured against a mix of KPIs. Performance against these was reviewed and validated by the Group CEO and externally audited by EY in accordance with the agreed-upon audit procedures. Individual KPIs are based on a balanced scorecard of shared KPIs cascaded from MTN Group KPIs as reflected in the ***Ambition 2025*** strategy. Consolidated KPI performance is indicated below:

Key performance indicator cluster	Number of sub KPIs	Percentage of target achieved: <90	90 – 99	100 – 109	110 – 119	120+
Company performance	7		●			
Build the largest and most valuable platforms	15		●			
Drive industry-leading connectivity operations	5				●	
Create shared value	14				●	
Value-based – capital allocation	5		●			
Risk management and other critical priorities	16				●	
Best talent and culture	5				●	
Tech platforms second to none	2			●		
ESG*	7			●		

** The disclosure on the ESG KPI was raised at the previous AGM. Accordingly, we provide details around the targets and current performance for the purposes of disclosure and impact on executive incentives.*

Remuneration Report continued

ESG KPI performance achievement

Monitoring and measuring ESG performance

We have established a comprehensive set of ESG metrics aligned with our four sustainability pillars to monitor and enhance performance. These metrics are linked to executive remuneration, underscoring our commitment to transparency and accountability.

Despite challenging economic conditions, we successfully met our 2023 KPIs.

In our pursuit of Net Zero emissions by 2040, we exceeded expectations with a 10.9% absolute reduction in Scope 1 and 2 emissions in 2023, surpassing our target of 7.5%. This achievement, excluding MTN South Africa, rose to an impressive 42.1% reduction, primarily due to the sale of BTS sites in SA which caused an organic reduction in Scope 1 and 2 emissions. MTN SA is buying back some power assets and we expect normalisation in 2024.

Addressing the digital divide, we approached our 2023 target of 90% broadband coverage, achieving 89.18%. This expansion provided connectivity to an additional 9.2 million people, supported by the deployment of 6 984 sites in rural areas across our operations, promoting digital and financial inclusion in underserved communities.

Diversity, equity and inclusion remain integral to our values, evident in our workforce where women comprise 40%, nearing our 2025 target of 41%. We closely monitor key dimensions such as women in leadership (28% against 30% target), women in succession (33% against 35% target) and women in technology (23% against 21% target), ensuring progress in gender equality.

With most long-term targets on track, our sustained progress positions us favourably to achieve our objectives.

We are on track with all KPIs in the 2023 ESG index, including our reduction target for Project Zero, despite the excessive loadshedding experienced in South Africa, which necessitated the use of diesel generators to provide continuity of service. MTN South Africa saw a significant reduction due to a shift in emissions from Scope 1 and 2 to Scope 3, driven by changes in a TowerCo transaction.

ISSB

Pillar	Creating shared value	Target 2023	Achieved 2023	Target 2022	Achieved 2022
Doing for planet We are committed to ecosystem responsibility and achieving Net Zero emissions by 2040	• **Project Zero: ~50% average reduction target by 2030 and Net Zero emissions by 2040^**	7.5%	10.9%	3.5% reduction in Scope 1 and 2 emissions	13.9%*
	• **Water and waste management: Baseline assessment**		70% of Opcos	50% of Opcos	70%
Doing for people We are committed to driving digital and financial inclusion and diverse society	• **Cost to communicate: Reduce entry bundle to 1GB bundle price ratio**	14 Opcos	14 Opcos	14 Opcos	14 Opcos
	• **Broadband coverage: Achieve 95% by 2025^**	90%	89.18%	85.6% of market	87.8%
	• **Diversity, equity and inclusion (DEI): 50% women in overall workforce by 2030^**	40%	40%	40%	40%
Doing it right We are committed partners to stakeholders to create and protect value	• **Reputation Index Survey: Achieve 75% score**	75%	80%	75%	79.6%
	• **DHR: Exceed Ranking Digital Rights Corporate Accountability Index Score**	–	–	24	34
Doing for growth We are committed to boosting inclusive economic growth on the continent	• **Network and IT investment** • **Salaries and wages paid** • **Income taxes paid** • **CSI spend** • **Commercial procurement**		R159bn 64.3% 7.4% 9.9% 0.1% 18.3%	N/A	~R149bn 8.5% 9.4% 0.2% 21.6% 60.3%

^ Linked to executive LTIs. ** Excluding South Africa, which was impacted by loadshedding.*

Further detail on achievement of ESG KPIs are reflected in our FY 2023 SR on page 13.

Remuneration Report continued

STI payment outcome

Overall achievement of company and team performance translates to STI bonus multipliers, applied to determine the executive director and prescribed officer STI payment.

Name and designation	Currency	**FY 2023 STI payment**	FY 2022 STI payment	Change (%)
RT Mupita				
Group President and CEO	R'000	**6 768**	10 839	(38)
	US$'000	**379**	619	(39)
TBL Molefe				
Group Chief Financial Officer	R'000	**7 150**	10 169	(30)
J Schulte–Bockum				
Group Chief Operating Officer	R'000	**5 439**	6 963	(57)
	US$'000	**348**	455	(24)
C Molapisi				
CEO: MTN South Africa	R'000	**6 468**	8 770	(59)
K Toriola				
CEO: MTN Nigeria	NGN'000	**122 741**	190 816	(36)
	US$'000	**357**	283	26
E Asante				
Senior Vice President: Markets	GHS'000	**2 374**	2 113	12
	US$'000	**362**	323	12

Individual executive performance is described on pages 132 to 137.

Remuneration Report continued

FY 2023 LTI performance overview

FY 2023 LTI outcomes – vesting of 2020 PSP award

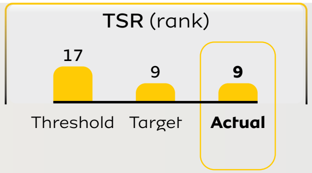
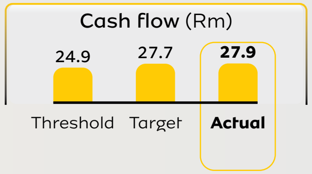
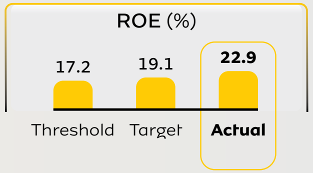
Achievement of the FY 2023 LTI indicates the final vesting percentage for PSP awards made in December 2020. The allocation of shares made under the PSP in December 2020 vested in December 2023, three years after allocation. This allocation was a conditional award of shares dependent on achievement of specified conditions.

An assessment of the TSR performance condition achievement was performed by Alexander Forbes. Condition fulfilment on COFCF and ROACE were performed by external auditors.

Based on this, overall weighted vesting approved by Remco is:

- Group President and CEO: 89.49%
- Group COO: 89.49%
- MTN Group Exco members: 88.30%
- Other participants: 91.24%

These vesting percentages include the 25% retention element as approved at allocation. The 2020 allocation is the last allocation which includes the retention element as these allocations were subsequently removed from specified officers in 2021 and replaced with ESG factors.

				Vesting		
Award Condition	**Vesting conditions**	**Target**	**Performance Achievement**	**Group CEO & COO**	**Group Exco**	**All other employees**
Total Shareholder Return ("TSR" MSCI)	**MSCI EM Telecoms ranking** 100% vesting at the 75th percentile 25% vesting at the median 0% vesting for below the median	75th ranking: 9 Median ranking: 17	Actual ranking: **9** Vesting %: **100** 	30.00%	33.33%	25%
Operating Free Cash Flow ("OFCF")	**Cashflow growth** 100% vesting at 110% of target 25% vesting at 90% of target 0% vesting below 90% of target	Minimum: 90% of target At target: 110% of target	Actual %: **100.66%** Vesting %: **64.98%** 	19.49%	21.66%	16.24%
Service/Retention	**Service requirement** Employee must be employed as at the date of vesting	In service at vesting date	In service at vesting date			25%
Return on Equity ("ROE")	**Equity growth** 100% vesting at 100% of target 25% vesting at 90% of target 0% vesting below 90% of target	Minimum: 90% of target At target: 100% of target	Actual %: **119.93%** Vesting %: **100%** 	30%	33.33%	25%

Remuneration Report continued

Vested share settlement

FY 2022

For the settlement of the shares that vested in FY 2022 for all employees:
10 336 432 MTN ordinary shares were purchased at a weighted average price of R130.21 per share on 28 March 2023.

FY 2023

For the settlement of the shares that vested in FY 2023 for all employees, the following three share purchase tranches were executed:

- Tranche 1: 11 873 407 shares purchased at R96.42 per share.
- Tranche 2: 485 828 shares purchased at R96.42 per share.
- Tranche 3: 620 632 purchased at R96.47 per share.

Details of the vested shares for the executive and prescribed officers are tabled here.

LTI performance outcomes

Name and designation	Description	FY 2023 Vested LTI	FY 2022 vested LTI	Change (%)
RT Mupita				
Group President and CEO	Value R'000	**45 802**	29 075	57.53
	Number of shares	**475 013**	223 300	112.72
TBL Molefe				
Group Chief Financial Officer	Value R'000	**10 740**	–	
	Number of shares	**111 384**	–	
J Schulte-Bockum				
Group Chief Operating Officer	Value R'000	**27 250**	28 176	(3.29)
	Number of shares	**282 609**	216 400	30.60
C Molapisi				
CEO: MTN South Africa	Value R'000	**10 280**	8 387	22.57
	Number of shares	**77 200**	64 400	19.88
K Toriola				
CEO: MTN Nigeria	Value R'000	**15 859**	15 733	0.80
	Number of shares	**164 470**	120 800	36.15
E Asante				
Senior Vice President: Markets	Value R'000	**18 874**	18 650	1.20
	Number of shares	**195 739**	143 200	36.69

Executive director and prescribed officer performance and remuneration outcomes

The following table indicates the breakdown of executive director and prescribed officer single-figure remuneration. It includes remuneration received and receivable for FY 2023 for each of the following elements:

Salaries	Other benefits	Post-employment benefits	Short-term incentive (STI)	Long-term incentive (LTI)	Qualifying dividends
Cash payments received during the applicable financial year.	Medical aid, expense allowances and unemployment insurance fund.	Company contributions to retirement fund, inclusive of life and disability insurance and funeral cover.	The amount attributable to the applicable financial year's performance, even when settled early in the following financial year.	The performance measurement for each allocation is performed at the end of the third year from grant and the resulting incentive payout is made on the fourth year after performance conditions have been valuated and approved by the Board. The values of the vested awards are disclosed as 'LTI vested.'	Dividends paid in the applicable financial year following the vesting of the share award, even where such dividend was settled in the following financial year.

Earned remuneration
- Earned remuneration is reflected in the currency in which it is earned.
- Single-figure remuneration is reflected in ZAR based on applicable foreign exchange rates.
- Awarded remuneration is reflected in ZAR and includes AFP, STI payout and PSP shares awarded but excludes dividends and vested PSP shares.

Remuneration Report continued

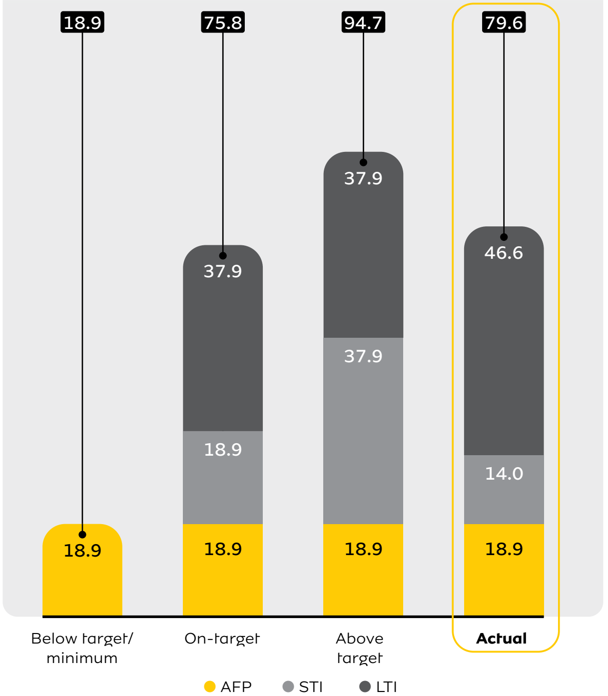
Element	Earned remuneration[1] 2023 (US$'000)	2023 (R'000)	2022 (US$'000)	2022 (R'000)	2023 vs 2022 (US$'000) %	(R'000) %
Months in service	**12**	**12**	12	12		
Salaries	**479**	**9 166**	468	8 716		
Post-employment benefits	**48**	**–**	47	–		
Other benefits	**7**	**1 169**		616		
Subtotal	**534**	**10 335**	515	9 332	3.6	10.7
STI	**379**	**6 768**	619	10 839		
Subtotal	**379**	**6 768**	619	10 839	(38.7)	(37.6)
LTI vested[2]	**–**	**45 802**	–	29 075	–	–
Qualifying dividends	**–**	**839**	–	452	–	–
Subtotal	**–**	**46 641**	–	29 527	–	58.0
Total earned remuneration	**913**	**63 744**	1 134	49 698	(19.5)	28.3
Single-figure remuneration	**80 381**		69 279		16	
LTI awarded (R'000)[3]	**36 924**		36 051			
Total awarded remuneration	**70 664**		75 803		(7)	

[1] *Ralph has a dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa. Earned remuneration is indicated in both US$ and ZAR. For the purposes of calculating the single-figure remuneration, the following average forex rates have been used: FY 2023 (fixed remuneration: US$1 to R17.66, bonus: 1US$ to R19.01). FY 2022 (fixed remuneration: 1US$ to R16.49, bonus: 1US$ to R17.91).*

[2] *There was a 100% vesting for FY 2022 (i.e. 2019 allocation), settled at the share price of R130.21, and an 89.49% share vesting for FY 2023 (i.e. 2020 allocation), settled at the share price of R96.42.*

[3] *LTI awarded is the value of PSP shares awarded during FY 2023.*

Total remuneration versus target (R'000)



In terms of Team Performance, Ralph and his team delivered resilient performance in specific areas in a very challenging macro environment. They achieved solid YoY momentum in key operational and financial KPIs, although some were short of the 100% target. These include delivery of subscriber growth (including active data users and fintech subscribers). Adjusted HEPS and capital efficiency achieved the kick-in for an STI payout, with the ROIC KPI at 95% of target.

The team made progress on strategic initiatives including work on the structural separation of the fintech business from the GSM, as well as the minority investment into fintech group business. The KPIs that exceeded the internal targets were delivery in the ESG targets, employee engagement and diversity, brand health and the management of the risk and regulatory environment.

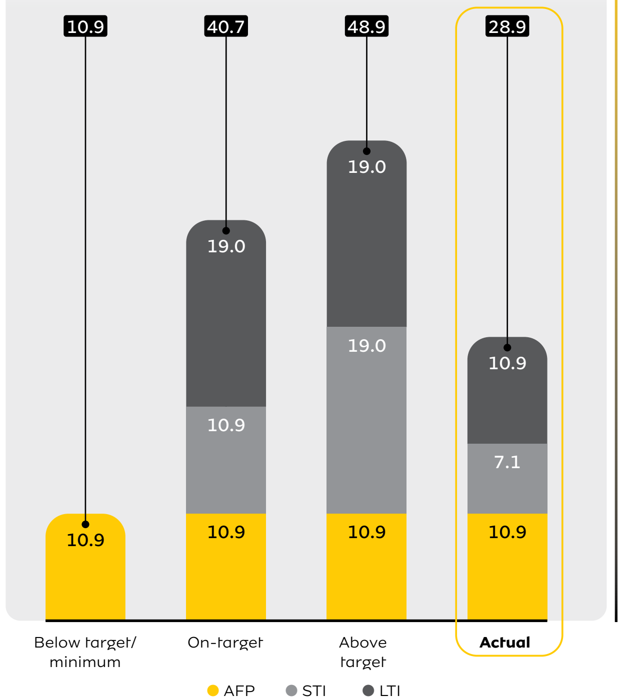
Ralph's annual STI incentive is structured 70% CP and 30% TP.

The bonus multiplier is 100% for on-target performance and a maximum of 200% of the AFP.

Based on this TP and the CP outlined on page 126, his final STI outcome for FY 2023 was **71%** of the AFP.

Remuneration Report continued

Total remuneration versus target (R'000)



Element	2023 (US$'000)	2023 (R'000)	2022 (US$'000)	2022 (R'000)	2023 vs 2022 (US$'000) %	2023 vs 2022 (R'000) %
	Earned remuneration[1]					
Months in service		**12**		12		
Salaries		**9 238**		8 149		
Post-employment benefits		**1 341**		1 123		
Other benefits		**781**		374		
Subtotal		**11 360**		9 646		17.8
STI		**7 150**		10 169		
Subtotal		**7 150**		10 169		(29.7)
LTI vested[2]		**10 740**		–		
Qualifying dividends		**232**		–		
Subtotal		**10 972**		–	–	–
Total earned remuneration		**29 482**		19 815	–	48.8
Single-figure remuneration		**29 482**		19 815		49
LTI awarded[3]		**19 542**		16 808		
Total awarded remuneration		**38 051**		36 623		4

[1] TBL Molefe has a dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa, however both are ZAR denominated.
[2] Relates to PSP shares allocated in 2020 with a 89.49% vesting for FY 2023, and a settlement share price of R96.42.
[3] LTI awarded reflects the value of PSP shares awarded during FY 2023.

Similar to Ralph, Tsholo and her team fell short of the internal targets set for subscriber growth (total, active data and fintech), adjusted HEPS and capital efficiency, although achieving the kick-in threshold. Cash upstreaming was below the 100% target; however, Tsholo and her team also achieved the kick-in point required for an STI payment for this KPI. They exceeded the 2023 target of R1.5 billion in expense efficiencies by achieving savings of R2.6 billion despite elevated inflation, as well as notable forex volatility and depreciation in many of our markets. ROIC was at 95% of target. Tsholo's team achieved an above-target outcome for cash released from working capital during the FY 2023, contributing to a stronger balance sheet for the Group.

In terms of her other KPIs, she delivered strong outcomes on the strategic investment into the Group fintech business, as well as the structural separation of that business from the GSM. She also achieved commendable scores on employee engagement, diversity and inclusion, and brand health.

Tsholofelo's annual STI is structured 70% CP and 30% TP.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of the AFP.

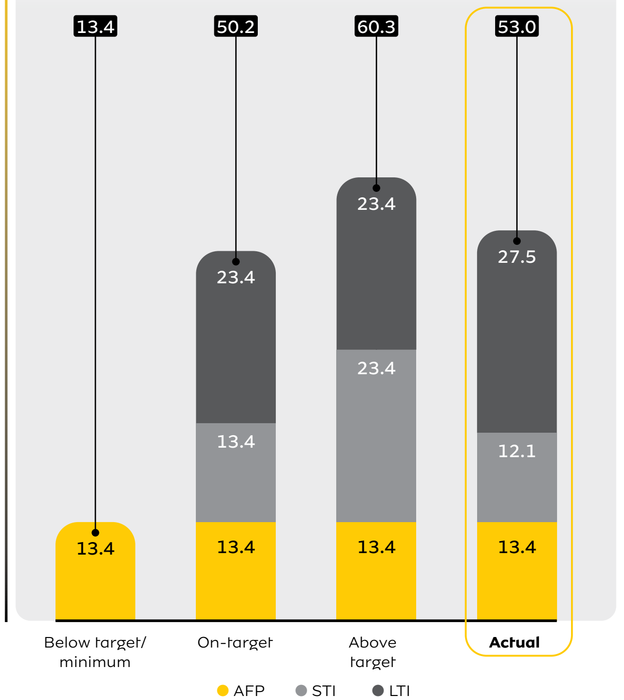
Based on this TP and the CP outlined on page 126, her final STI outcome for FY 2023 was **66%** of the AFP.

Remuneration Report continued

Element	**2023 (US$'000)**	**2023 (R'000)**	2022 (US$'000)	2022 (R'000)	2023 vs 2022 (US$'000) %	2023 vs 2022 (R'000) %
	Earned remuneration[1]					
Months in service	**12**	**12**	12	12		
Salaries	**361**	**5 526**	352	5 213		
Post-employment benefits	**36**	**577**	35	567		
Other benefits	**5**	**594**		686		
Subtotal	**403**	**6 697**	387	6 466	4.0	3.6
STI	**348**	**5 439**	455	6 963		
Subtotal	**348**	**5 439**	455	6 963	(23.5)	(21.9)
LTI vested[2]	**–**	**27 250**	–	28 176		
Qualifying dividends	**–**	**264**	–	325		
Subtotal	**–**	**27 514**	–	28 502	–	(3.5)
Total earned remuneration	**751**	**39 650**	842	41 931	(10.8)	(5.4)
Single-figure remuneration	**53 377**		56 463		(5)	
LTI awarded (R'000)[3]	**24 193**		22 303			
Total awarded remuneration	**50 057**		50 264		–	

[1] *Jens has a dual contract split between MTN Dubai Limited and MTN Group Management Services South Africa. Earned remuneration is indicated in both US$ and ZAR. For the purposes of calculating the single-figure remuneration, the following average forex rates have been used: FY 2023 (fixed remuneration: 1US$ to R17.66, bonus: 1US$ to R19.01). FY 2022 (fixed remuneration: 1US$ to R16.49, bonus: 1US$ to R17.91).*
[2] *There was a 100% vesting for FY 2022 (i.e. 2019 allocation), settled at the share price of R130.21, and an 89.49% share vesting for FY 2023 (i.e. 2020 allocation), settled at the share price of R96.42.*
[3] *LTI awarded reflects the value of PSP shares awarded during FY 2023.*

Total remuneration versus target (R'000)



Jens and his team also contributed to driving the shared KPIs of subscriber growth momentum (total, active data and fintech) and adjusted HEPS, albeit below internal targets. His team also delivered strong results in terms of team performance for ayoba subscribers, increasing the number of connected homes through the FTTx strategy and progress in scaling the Bayobab business. They fell short of the internal 100% STI target for digital revenue.

In the other shared KPIs, Jens and his team scored well on employee engagement across the platform businesses, as well as brand health.

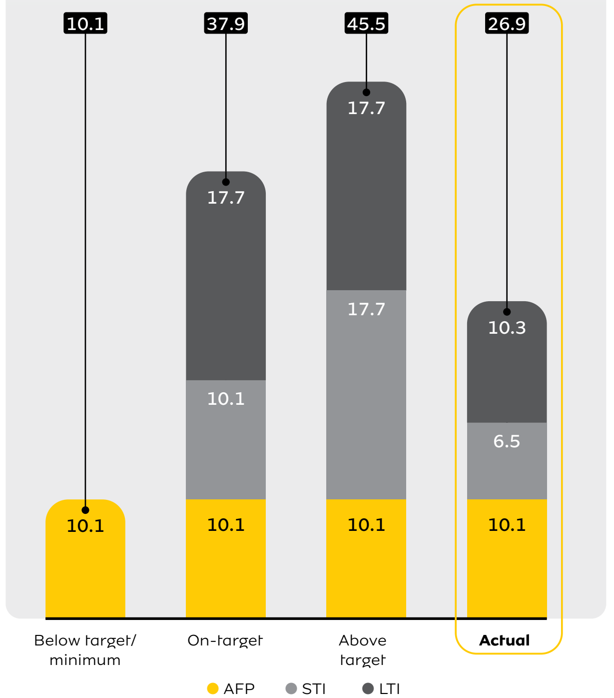
Jens's annual STI is structured 50% CP and 50% TP.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of the AFP.

Based on this TP and the CP outlined on page 126, his final STI outcome for FY 2023 was **86%** of the AFP.

Remuneration Report continued

Total remuneration versus target (R'000)



Element	2023 (US$'000)	2023 (R'000)	2022 (US$'000)	2022 (R'000)	2023 vs 2022 (US$'000) %	2023 vs 2022 (R'000) %
	Earned remuneration					
Months in service		**12**		12		
Salaries		**8 191**		7 855		
Post-employment benefits		**850**		848		
Other benefits		**1 077**		918		
Subtotal		**10 117**		9 621		5.2
STI		**6 468**		8 770		
Subtotal		**6 468**		8 770		(26.2)
LTI vested[1]		**10 280**	–	8 387		
Qualifying dividends		**–**	–	–		
Subtotal		**10 280**	–	8 387	–	22.6
Total earned remuneration		**26 866**	–	26 778	–	0.3
Single-figure remuneration		**26 866**		26 778		–
LTI awarded (R'000)[2]		**16 446**		15 680		
Total awarded remuneration		**33 031**		34 071		(3)

[1] *There was a 100% share vesting for FY 2022 (i.e. 2019 allocation), settled at the share price of R130.21, and an 88.3% share vesting for FY 2023 financial year (i.e. 2020 allocation), settled at the share price of R96.42.*
[2] *LTI awarded reflects the value of PSP shares awarded during FY 2023.*

In a challenging operating context in South Africa, Charles achieved the 100% targets for total, active data and ayoba subscribers, although fell short for fintech subscribers. The team also fell short of the 100% target for MTN SA's adjusted HEPS and ROIC, although they scored strongly on expense efficiencies and cash upstreaming from the operation.

Charles and his team also achieved above-target outcomes for overall network performance, connected homes and achieving reduced carbon emissions. They achieved below-target outcomes for employee engagement but achieved 100% of the target for brand health.

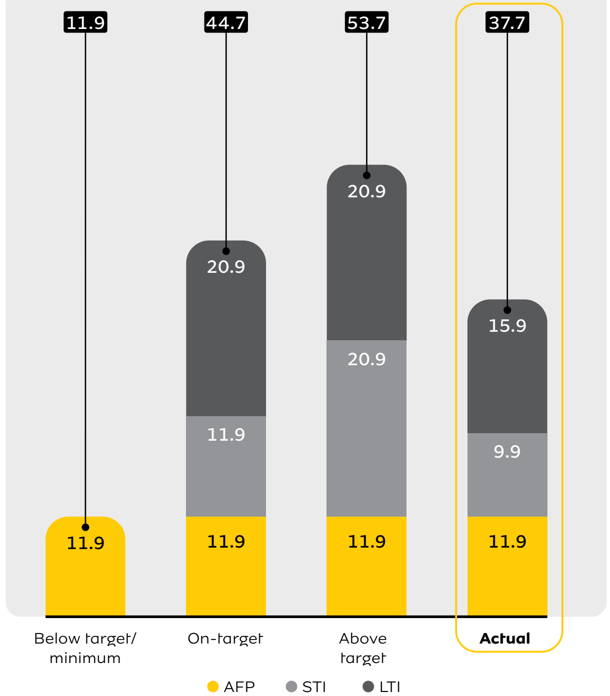
Charles's annual STI is structured 60% CP and 40% TP. The CP is further made up of 30% MTN Group performance and 30% MTN South Africa performance.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of the AFP.

Based on this TP and the CP outlined on page 126, his final STI outcome for FY 2023 was **69%** of the AFP.

Remuneration Report continued

Total remuneration versus target (R'000)



	Earned remuneration[1]						2023 vs 2022	
Element	**2023 (US$'000)**	**2023 (NGN'000)**	**2023 (R'000)**	2022 (US$'000)	2022 (NGN'000)	2022 (R'000)	(US$'000) %	(NGN'000) %
Months in service	**12**	**12**	**12**	12	12	12		
Salaries	**390**	**141 531**		153	212 462			
Post-employment benefits	**63**	**14 153**		31	21 246			
Other benefits	**4**	**116 993**			90 359			
Subtotal	**457**	**272 678**		184	324 067		148.5	(15.9)
STI	**357**	**122 741**		283	190 816			
Subtotal	**357**	**122 741**		283	190 816		26.1	(35.7)
LTI vested[2]	**–**	**–**	**15 859**	–	–	15 729		
Qualifying dividends	**–**	**–**	**–**	–	–	–		
Subtotal	**–**	**–**	**15 859**	–	–	15 729	–	–
Total earned remuneration	**814**	**395 419**	**15 859**	467	514 883	15 729	74.3	(23.2)
Single-figure remuneration (R'000)		**40 712**			43 340			(6)
LTI awarded (R'000)[3]		**12 332**			11 042			
Total awarded remuneration (R'000)		**37 186**			38 652			(36)

Karl's remuneration is payable in multiple currencies which are subject to fluctuations during the year and materially impact on the determination of the single figure remuneration at year end. During the year under the review, the Nigerian naira experienced material devaluation.

[1] Earned remuneration is indicated in US$, Nigerian Naira, and for LTI purposes, ZAR. For the purposes of calculating the single-figure remuneration expressed in ZAR, the following average forex rates have been used: FY 2023 (fixed remuneration: 1US$ to R17.66, 1NGN to R0.025, bonus: 1US$ to R19.01, 1NGN to R0.025) FY 2022 (fixed remuneration: 1US$ to R16.49, 1NGN to R0.03728, bonus: 1US$ to R17.91, 1NGN to R0.03891). Nigeria increases are awarded on gross salary.

[2] There was a 100% vesting for FY 2022 (i.e. 2019 allocation), settled at the share price of R130.21, and an 88.3% vesting for the FY 2023 (i.e. 2020 allocation), settled at the share price of R96.42. The share values expressed in ZAR above were paid from Nigeria in Nigerian Naira. They have been recorded in ZAR as they were accrued in South African ZAR currency at vesting.

[3] LTI awarded reflects the value of PSP shares awarded during FY 2023 in relation to his US$ split component. Karl received the balance of shares in MTN Nigeria.

Karl and his team fell short of the 100% STI targets for subscribers (total, active data and fintech), in a challenging macro environment in Nigeria, with regulatory interventions such as NIN-SIM and KYC requirements. The team also fell below the target on MTN Nigeria's HEPS and ROIC targets. The team achieved above-target performance in connected homes, overall network performance and carbon emission reduction, while they achieved the 100% target for cash upstreaming from the operation.

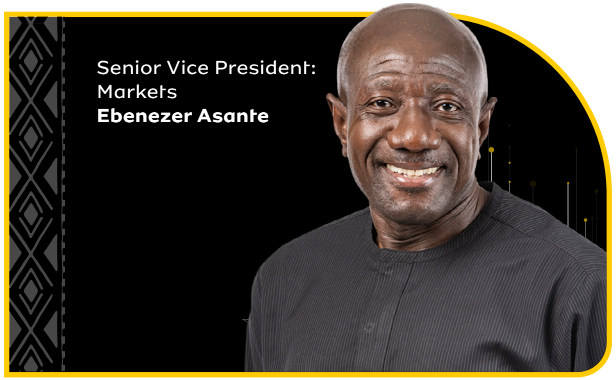
They delivered above-target outcomes for employee engagement and brand health.

Karl's annual STI is structured 60% CP and 40% TP. The CP is further made up of 30% MTN Group performance and 30% MTN Nigeria performance.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of the AFP.

Based on this TP and the CP outlined on page 126, his final STI outcome for 2023 was **79%** of the AFP.

Remuneration Report continued



Element	Earned remuneration[1] 2023 (US$'000)	2023 (GHS'000)	2023 (R'000)	2022 (US$'000)	2022 (GHS'000)	2022 (R'000)	2023 vs 2022 (US$'000) %	(GHS'000) %	(R'000) %
Months in service	**12**	**12**	**12**	12	12	12			
Salaries	**453**	**2 969**		397	2 428				
Post-employment benefits	**45**	**624**		33	510				
Other benefits	**139**	**2 481**		5	1 170				
Subtotal	**637**	**6 074**	**–**	435	4 108	–	46.3	47.9	
STI	**362**	**2 374**		323	2 113				
Subtotal	**362**	**2 374**	**–**	323	2 113	–	12.0	12.4	
LTI vested[2]	**–**	**–**	**18 874**	–	–	18 645			
Qualifying dividends	**–**	**–**	**–**	–	–	–			
Subtotal	**–**	**–**	**18 874**	–	–	18 645	–	–	1.2
Total earned remuneration	**998**	**8 449**	**18 874**	758	6 221	18 645	31.7	35.8	1.2
Single-figure remuneration		**50 198**			42 717			18	
LTI awarded (R'000)[3]		**23 504**			18 678				
Total awarded remuneration		**54 828**			42 749			28	

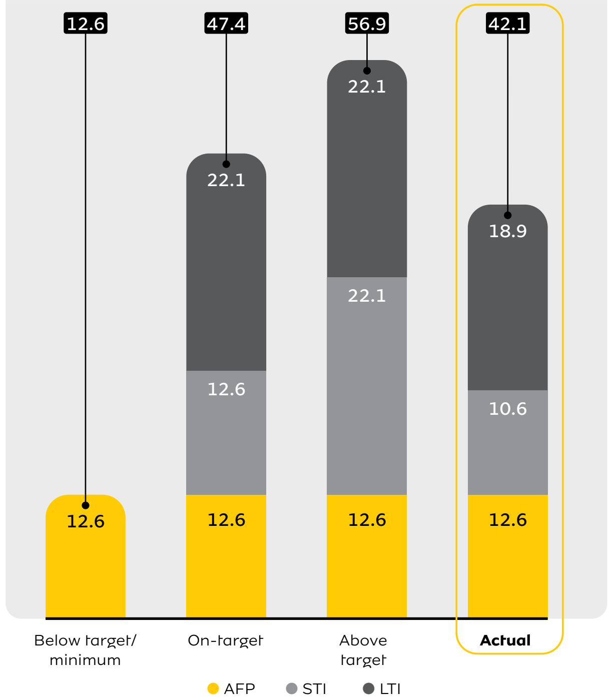
Ebenezer's remuneration is payable in multiple currencies which are subject to fluctuations during the year and materially impact on the determination of the single figure remuneration at year end. During the year under the review, the Ghanian cedi experienced significant appreciation in value.

[1] Earned remuneration is indicated in US$, Ghanaian Cedi, and for LTI purposes, ZAR. For the purposes of calculating the single-figure remuneration expressed in ZAR, the following average forex rates have been used: FY 2023 (fixed remuneration: 1US$ to R17.66, 1GHS to R1.56, bonus: 1GHS to R1.56). FY 2022 (fixed remuneration: 1US$ to R16.49, 1GHS to R1.97, bonus: 1US$ to R17.91, 1GHS to R1.44). Ghana increases are awarded on basic salary.

[2] There was a 100% vesting for FY 2022 (i.e. 2019 allocation), settled at the share price of R130.21, and an 88.3% share vesting for FY 2023 (i.e. 2020 allocation), settled at the share price of R96.42. The share values expressed in ZAR above were paid from Ghana in Ghanaian Cedi. They have been recorded in ZAR as they were accrued in South African currency at vesting.

[3] LTI awarded reflects the value of PSP shares awarded during FY 2023. For FY 2022, there was a correction on his PSP award whereby the allocation made under Ghana was corrected and made under Group PSPs.

Total remuneration versus target (R'000)



Ebenezer and his team are responsible for markets' portfolio in the group. Similar to his colleagues above, Ebenezer and team fell short of the 100% STI target in the shared KPIs for subscribers (total, active data and fintech) and adjusted HEPS. He also fell short of the ayoba subscribers and digital revenue, as these relate to Tier 2 and 3 markets.

Ebenezer and his team delivered an above-target performance in effective stakeholder management, as measured by MTN Group's Reputation Index Survey. Other strong outcomes were recorded in his markets for cash upstreaming, connected homes and fintech EBITDA. They also performed well on the shared KPIs of employee engagement and brand health.

Ebenezer's annual STI is structured 60% CP and 40% TP.

The bonus multiplier is 100% for on-target performance and a maximum of 175% of the AFP.

Based on this TP and the CP outlined on page 126, his final STI outcome for FY 2023 was **69%** of the AFP.

Remuneration Report continued

Executive director and prescribed officer share allocations

Award date	Vesting date	Number outstanding as at 31 December 2022	Awarded	Settled	Forfeited	Settlement date	Price on settlement R	**Number outstanding as at 31 December 2023**
RT Mupita								
20/12/2019	20/12/2022	67 000		67 000		20/04/2023	130.24	
20/12/2019	20/12/2022	156 300		156 300		02/05/2023	130.24	
21/12/2020	21/12/2023	530 800						**530 800**
13/12/2021	13/12/2024	205 200						**205 200**
12/12/2022	12/12/2025	275 800						**275 800**
28/12/2023	28/12/2026		321 077					**321 077**
Total		1 235 100	321 077	223 300				**1 332 877**
J Schulte-Bockum								
20/12/2019	20/12/2022	108 400		108 400		26/04/2023	130.24	
20/12/2019	20/12/2022	108 000		108 000		18/04/2023	130.24	
21/12/2020	21/12/2023	315 800						**315 800**
13/12/2021	13/12/2024	121 500						**121 500**
12/12/2022	12/12/2025	170 700						**170 700**
28/12/2023	28/12/2026		212 614					**212 614**
Total		824 400	212 614	216 400				**820 614**
PT Sishuba-Bonoyi								
20/12/2019	20/12/2022	17 112		17 112		24/05/2023	130.24	
20/12/2019	20/12/2022	19 688		19 688		19/04/2023	130.24	
21/12/2020	21/12/2023	52 100						**52 100**
13/12/2021	13/12/2024	21 300						**21 300**
12/12/2022	12/12/2025	26 900						**26 900**
28/12/2023	28/12/2026		32 412					**32 412**
Total		137 100	32 412	36 800				**132 712**
TBL Molefe								
01/04/2021	21/12/2023	126 100						**126 100**
13/12/2021	13/12/2024	101 900						**101 900**
12/12/2022	12/12/2025	128 600						**128 600**
28/12/2023	28/12/2026		171 738					**171 738**
Total		356 600	171 738					**528 338**

Remuneration Report continued

Executive director and prescribed officer share allocations continued

Award date	Vesting date	Number outstanding as at 31 December 2022	Awarded	Settled	Forfeited	Settlement date	Price on settlement R	**Number outstanding as at 31 December 2023**
E Asante								
20/12/2019	20/12/2022	143 200		143 200		17/04/2023	130.24	
21/12/2020	21/12/2023	221 600						**221 600**
13/12/2021	13/12/2024	81 000						**81 000**
12/12/2022	12/12/2025	101 600						**101 600**
28/12/2023	28/12/2026		247 856					**247 856**
Total		547 400	247 856	143 200				**652 056**
K Toriola								
20/12/2019	20/12/2022	120 800		120 800		17/04/2023	130.24	
21/12/2020	21/12/2023	186 200						**186 200**
13/12/2021	13/12/2024	50 850						**50 850**
12/12/2022	12/12/2025	84 500						**84 500**
28/12/2023	28/12/2026		108 375					**108 375**
Total		442 350	108 375	120 800				**429 925**
C Molapisi								
20/12/2019	20/12/2022	19 300		19 300		22/08/2023	130.24	
20/12/2019	20/12/2022	45 100		45 100		22/08/2023	130.24	
21/12/2020	21/12/2023	120 700						**120 700**
13/12/2021	13/12/2024	58 800						**58 800**
12/12/2022	12/12/2025	120 000						**120 000**
28/12/2023	28/12/2026		144 529					**144 529**
Total		363 900	144 529	64 400				**444 029**

Remuneration Report continued

Non-executive director fees increase approach

Proposed FY 2024 NED fee structure

As per our policy, we aim to align our NED fees against the market median. For FY 2024, the Board approved a budget of 4.5% for local NEDs paid in ZAR and 3% for internationals paid in euro. The distribution of the budget is dependent on the position to median. The NED fee benchmarking exercise conducted by DG Capital reflected that several local NED fees fall below their respective peer group median, while many international NED fees are above or are aligned to their peer benchmark median.

Local non-executive director fee increases

Where fees fall below the market median, the approved increase plus a capped adjustment has been recommended. This is to ensure that the overall fee increase budget of 4.5% is not exceeded.

The table below indicates FY 2023 fees and proposed FY 2024 fees for retainer, attendance and total fees. The NED fee benchmarking exercise conducted by DG Capital reflected that several local NED fees fall below their respective peer group median, while many international NED fees are above or are aligned to their peer benchmark median.

International non-executive director fee increases

Many of the international fees are aligned with or above the fee medians (including the premium), therefore most international fees will remain the same until such time as they align to their peer benchmark median.

The table below indicates FY 2023 fees and proposed FY 2024 fees for retainer, attendance, and total fees for the Group Board and its committees:
- A capped increase indicates that the fee reflected falls below the market median and requires further adjustment but has been capped to ensure that increases remain within budget.
- Where no increase is proposed, the fee is aligned with or above the market median.

Board and committees	Approved FY 2023 fees			**Proposed FY 2024 fees**				
	Annual retainer fee	Meeting attendance fee	Total fee	**Annual retainer fee**	**Meeting attendance fee**	**Total fee**	Percentage increase	Increase rationale
MTN Group Board								
Local Chairperson	R3 000 000	R173 500	R3 694 000	**R3 070 164**	**R177 558**	**R3 780 396**	2.34	Capped increase proposed
International Chairperson	€265 787	€15 371	€327 271	**€282 942**	**€16 363**	**€348 394**	6.45	Increase to market median proposed
Local member	R210 726	R78 982	R526 654	**R218 009**	**R81 712**	**R544 857**	3.46	Capped increase proposed
International member	€78 863	€7 886	€110 407	**€78 863**	**€7 886**	**€110 407**	0.00	No increase proposed
Local lead independent director	R405 384	R101 303	R810 596	**R433 026**	**R108 211**	**R865 870**	6.82	Capped increase proposed
International lead independent director	€71 767	€17 934	€143 503	**€71 767**	**€17 934**	**€143 503**	0.00	No increase proposed
Human Capital and Remuneration Committee								
Local Chairperson	R131 777	R49 391	R329 341	**R138 904**	**R52 062**	**R347 152**	5.41	Capped increase proposed
International Chairperson	€11 432	€4 285	€28 572	**€11 432**	**€4 285**	**€28 572**	0.00	No increase proposed
Local member	R61 524	R28 874	R177 020	**R62 324**	**R29 249**	**R179 320**	1.30	Capped Increase proposed
International member	€5 199	€2 924	€16 895	**€5 199**	**€2 924**	**€16 895**	0.00	No increase proposed
Social, Ethics and Sustainability Committee								
Local Chairperson	R112 536	R42 179	R281 252	**R117 281**	**R43 957**	**R293 109**	4.22	Capped increase propose
International Chairperson	€9 792	€3 670	€24 472	**€9 792**	**€3 670**	**€24 472**	0.00	No increase proposed
Local member	R54 983	R25 804	R158 199	**R56 610**	**R26 568**	**R162 882**	2.96	Capped increase proposed
International Chairperson	€4 549	€2 136	€13 093	**€4 549**	**€2 136**	**€13 093**	0.00	No increase proposed
Audit Committee								
Local Chairperson	R181 775	R68 131	R454 299	**R186 705**	**R69 979**	**R466 621**	2.71	Capped increase proposed
International Chairperson	€15 678	€5 876	€39 182	**€15 678**	**€5 876**	**€39 182**	0.00	No increase proposed
Local member	R84 733	R39 767	R243 801	**R85 906**	**R40 318**	**R247 178**	1.39	Capped increase proposed
International member	€6 763	€3 174	€19 459	**€6 763**	**€3 174**	**€19 459**	0.00	No increase proposed

Remuneration Report continued

Board and committees	Approved FY 2023 fees			Proposed FY 2024 fees				
	Annual retainer fee	Meeting attendance fee	Total fee	**Annual retainer fee**	**Meeting attendance fee**	**Total fee**	Percentage increase	Increase rationale
Risk Management and Compliance Committee								
Local Chairperson	R168 438	R63 450	R422 238	**R181 112**	**R68 224**	**R454 008**	7.52	Capped increase proposed
International Chairperson	€14 656	€5 520	€36 736	**€14 656**	**€5 520**	**€36 736**	0.00	No increase proposed
Local member	R70 548	R33 258	R203 580	**R79 062**	**R37 272**	**R228 150**	12.07	Capped increase proposed
International member	€3 543	€3 543	€17 715	**€3 543**	**€3 543**	**€17 715**	0.00	No increase proposed
Group Finance and Investment Committee								
Local Chairperson	R108 972	R51 133	R313 504	**R108 972**	**R51 133**	**R313 504**	0.00	No increase proposed
International Chairperson	€7 101	€3 332	€20 429	**€7 101**	**€3 332**	**€20 429**	0.00	No increase proposed
Local member	R58 119	R27 270	R167 199	**R58 119**	**R27 270**	**R167 199**	0.00	No increase proposed
International member	€4 581	€2 149	€13 177	**€4 581**	**€2 149**	**€13 177**	0.00	No increase proposed
***Ad Hoc* Strategy Execution Committee**								
Local Chairperson				**R108 972**	**R51 133**	**R313 504**		New committee, fee set at median
International Chairperson				**€8 046**	**€3 776**	**€23 150**		New committee, fee set at median
Local member				**R58 119**	**R27 270**	**R167 199**		New committee, fee set at median
International member				**€4 161**	**€1 953**	**€11 973**		New committee, fee set at median
Directors Affairs and Corporate Governance Committee								
Local Chairperson	R100 628	R37 736	R251 572	**R105 656**	**R39 622**	**R264 144**	5.00	Capped increase proposed
International Chairperson	€8 754	€3 284	€21 890	**€8 754**	**€3 284**	**€21 890**	0.00	No increase proposed
Local member	R47 591	R22 335	R136 931	**R50 589**	**R23 742**	**R145 557**	6.30	Capped increase proposed
International member	€4 141	€1 943	€11 913	**€4 141**	**€1 943**	**€11 913**	0.00	No increase proposed
Information Technology Committee*								
Local Chairperson	R126 719	R59 458	R364 551	**R131 683**	**R61 787**	**R378 831**	3.92	Capped increase proposed
International Chairperson	€7 680	€3 603	€22 092	**€8 011**	**€3 758**	**€23 045**	4.31	Increase to median proposed
Local member	R61 426	R28 822	R176 714	**R64 368**	**R30 203**	**R185 180**	4.79	Capped increase proposed
International member	€3 995	€1 875	€11 495	**€3 995**	**€1 875**	**€11 495**	0.00	No increase proposed
2016 ESOP Trust Committee (trustees)								
Local Chairperson	R94 135	R35 301	R235 339	**R111 484**	**R41 807**	**R278 712**	18.43	Capped increase proposed
International Chairperson	€9 776	€3 666	€24 440	**€9 776**	**€3 666**	**€24 440**	0.00	No increase proposed
Local member	R41 388	R19 425	R119 088	**R49 675**	**R23 315**	**R142 935**	20.02	Capped increase proposed
International member	€4 261	€1 999	€12 257	**€4 404**	**€2 066**	**€12 668**	3.35	Increase proposed to premium cap
Sourcing Committee								
Local Chairperson	R94 135	R35 304	R235 351	**R111 481**	**R41 809**	**R278 717**	18.43	Capped increase proposed
International Chairperson	€9 776	€3 666	€24 440	**€9 776**	**€3 666**	**€24 440**	0.00	No increase proposed
Local member	R55 007	R25 811	R158 251	**R55 907**	**R26 233**	**R160 839**	1.64	Capped increase proposed
International member	€4 430	€2 079	€12 746	**€4 430**	**€2 079**	**€12 746**	0.00	No increase proposed

* *This committee has not been constituted. Fees are recommended in the event that this committee is constituted in the future.*

Remuneration Report continued

Year-on-year comparison of remuneration paid to non-executive directors

Fees earned in FY 2023

2023	Date appointed	Retainer# R'000	Attendance# R'000	Special Board meeting attendance R'000	Strategy session R'000	*Ad hoc* work R'000	Total R'000
Non-executive directors							
MH Jonas	01/06/2018	3 268	1 271	178	694	347	5 758
SN Mabaso-Koyana	01/09/2020	500	844	174	316	152	1 986
NP Gosa	01/04/2021	417	784	176	316	152	1 845
PB Hanratty*†	01/08/2016	101	–	–	79	–	180
S Kheradpir*	08/07/2015	1 863	1 230	160	605	151	4 009
NP Mageza	16/01/2023	92	382	–	–	–	474
SP Miller*	01/08/2016	1 744	1 293	160	605	303	4 105
KDK Mokhele	01/07/2018	635	869	106	405	97	2 112
CWN Molope	01/04/2021	417	751	79	316	79	1 642
N Newton-King**	01/01/2023	332	624	83	316	152	1 507
T Pennington*	01/08/2022	1 931	1 576	271	605	303	4 686
VM Rague*	01/07/2019	1 847	1 341	204	605	303	4 300
SLA M Sanusi*	01/07/2019	1 744	1 334	179	605	303	4 165
NL Sowazi	01/08/2016	481	839	101	316	73	1 810
Total		**15 372**	**13 138**	**1 871**	**5 783**	**2 415**	**38 579**

Notes:

* *Fees paid in euros – Average exchange rate FY 2023 of 0.0521 utilised as basis for conversion.*

† *Resigned 30 April 2023.*

\# *Retainer and attendance fees include fees for Board and committee representation and meetings.*

** *Appointed 1 January 2023.*

Remuneration Report continued

Fees earned in FY 2022

2022	Date appointed	Retainer# R'000	Attendance# R'000	Special Board meeting attendance R'000	Strategy session R'000	*Ad hoc* work R'000	Total R'000
Non-executive directors							
MH Jonas	01/06/2018	3 150	1 114	40	521	9	4 834
SN Mabaso-Koyana	01/09/2020	407	702	66	218	91	1 484
NP Gosa	01/04/2021	396	743	53	218	82	1 492
PB Hanratty+	01/08/2016	270	337	44	218	26	895
S Kheradpir+	08/07/2015	1 576	930	44	408	79	3 037
SP Miller+	01/08/2016	1 489	1 048	40	408	79	3 064
KDK Mokhele	01/07/2018	615	838	40	290	9	1 792
CWN Molope	01/04/2021	380	685	66	218	82	1 431
T Pennington††+	01/08/2022	843	634	39	–	22	1 538
VM Rague+	01/07/2019	1 728	1 117	22	408	87	3 362
SLA M Sanusi+	01/07/2019	1 529	1 128	57	408	70	3 192
NL Sowazi	01/08/2016	434	781	44	218	26	1 503
BS Tshabalala^	01/06/2018	185	131	4	–	38	358
Total		13 002	10 188	559	3 533	700	27 982

\+ *Fees paid in euros.*
\# *Retainer and attendance fees include fees for Board and committee representation and meetings.*
†† *Appointed 1 August 2022.*
^ *Retired 28 May 2022.*

Definitions for assured non-financial data

KPI	Criteria
Employee sustainable engagement score (%)	The MTN Group employee culture survey is conducted annually across each of the MTN Group's operating countries (referred to as Opcos), and within the MTN Group head office (management company referred to as manco). The survey reviews sustainable engagement across three major components: • **Engagement:** measuring the rational connection, emotional attachment and motivational aspect of Engagement. • **Enablement:** measuring if employees have an appropriate level of support in their work environment to ensure they are capable of doing their jobs well. • **Energy:** measuring employees' wellbeing to ensure people have capacity to perform at their best.
Calls to whistle-blower line	The anonymous tip-offs line is managed by a third party, who collects the tip-offs and reports to MTN. MTN is responsible for the investigation of the tip-off. The tip-off items received include fraudulent tip-offs and other administrative matters. An incident is regarded as received when the call is logged on the anonymous tip-offs line, evaluated by the contracted third party to eliminate dropped calls, prank calls and other non-events. Formal whistle-blowing reports are issued to MTN through the Deloitte Tip-offs Anonymous website. This excludes other internal whistle-blowing or reports not conveyed through the Deloitte tip-offs line.
Net promoter score percentage for MTN South Africa, MTN Nigeria, and other key markets	Net promoter score (NPS) measures customers' experience with a brand through a simple question: "On a scale of 0 to 10, how likely would you be to recommend MTN to a friend or family member?" Responses of nine or 10 are considered 'promoters' while responses of seven or eight are considered 'passives'. Any score of six or below is considered to be a 'detractor'. Each country's NPS is calculated by subtracting the percentage of 'detractors' from the percentage of 'promoters'. Combined scores of multiple operations are calculated by weighting responses according to subscriber base within each operation. Other key markets include: Cameroon, Côte d'Ivoire, Iran and Uganda.
Total tax contribution (Rbn)	Tax-related payments made during the 1 January 2023 to 31 December 2023 period which relate to: 1. Taxes borne through the operation of the company, including: • Corporate income tax. • Product and indirect taxes such as: › Custom duties. › Excise duties. › Value added tax (borne). › Other indirect taxes (e.g. but not limited to, country-specific taxes on services). • People and payroll taxes such as: › Unemployment insurance fund levy. › Occupational injuries and diseases levy. › Skills development levy. › Pay-as-you-earn settlements. • Withholding taxes. • Property taxes. • Stamp duty. • Operating licence fees. • Other government-specific levies (e.g. but not limited to local government permits, motor vehicle permits, property and municipal levies, registration fees and other government levies). 2. Taxes collected on behalf, and paid over, to the tax authorities, including: • Product and indirect taxes such as: › Value added tax (net of VAT collected by, and VAT refunded to, MTN). • People and payroll taxes such as: › Pay-as-you-earn. › Other employee taxes. › Unemployment insurance fund levy. • Withholding taxes such as: › Dividends tax.

Definitions for assured non-financial data

KPI	Criteria
MTN SA Scope 1 and 2 carbon emissions reduction	MTN SA directly manages Scope 1 and 2 emissions. The Greenhouse Gas Protocol methodology is applied to Scope 1 and Scope 2 emissions. Applicable emission factors are sourced from the latest data provided by Eskom and Defra, in addition to the IPCC 5th Assessment Report and the IPCC 2006 Guidelines. Scope 1 emissions are direct GHG emissions from sources that companies own or control directly. Direct GHG emissions are principally the result of the following types of activities undertaken by the company: • Generation of electricity, heat, or steam - These emissions result from combustion of fuels in stationary sources, e.g., boilers, furnaces, turbines. • Physical or chemical processing - Most of these emissions result from manufacture or processing of chemicals and materials, e.g., cement, aluminium, ammonia manufacture, and waste processing. • Transportation of materials, products, waste, and employees - These emissions result from the combustion of fuels in company owned/controlled mobile combustion sources (e.g., trucks, trains, ships, airplanes, buses, and cars). • Fugitive emissions - These emissions result from intentional or unintentional releases, e.g., equipment leaks from joints, seals, packing, and gaskets; methane emissions from coal mines and venting; hydrofluorocarbon (HFC) emissions during the use of refrigeration and air conditioning equipment; and methane leakages from gas transport. Scope 2 emissions are defined as indirect GHG emissions from the generation of purchased electricity, steam, heating and cooling that is consumed in a companies owned or controlled equipment or operations. Purchased electricity refers to electricity that is purchased or otherwise brought into organisational boundary of the company.

Independent assurance practitioner's limited assurance report

INDEPENDENT ASSURANCE PRACTITIONER'S LIMITED ASSURANCE REPORT ON SELECTED SUSTAINABILITY PERFORMANCE INFORMATION REPORTED IN MTN GROUP LIMITED'S INTEGRATED REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

TO THE DIRECTORS OF MTN GROUP LIMITED

We have undertaken a limited assurance engagement on selected sustainability performance information (the "subject matter"), as described below, and presented in the MTN Group Limited (MTN) Integrated Report for the year ended 31 December 2023 (the Integrated Report). This engagement was conducted by a multidisciplinary team with experience in assurance, sustainability performance and carbon emissions.

Limited assurance conclusion

Based on the procedures we have performed and the evidence we have obtained (and subject to the inherent limitations outlined elsewhere in this report), nothing has come to our attention that causes us to believe that the selected sustainability performance information as set out in the Subject Matter paragraph below, for the year ended 31 December 2023, is not prepared, in all material respects, in accordance with management's measurement and reporting criteria.

Subject matter

We have been engaged to provide a limited assurance conclusion in our report on the following selected sustainability performance information identified and selected by MTN's management as requiring independent external assurance:

No	Selected sustainability performance information	Unit of measurement	Reporting Boundary	Location disclosed in the Integrated Report	Location of description of MTN's Criteria in the Integrated Report
1	Employee sustainable engagement score	%	MTN Group Limited	page 19	page 143
2	Calls to whistle-blower hotline	Number	MTN Group Limited	page 19	page 143
3	Net Promoter Score (NPS) percentages: South Africa	%	MTN South Africa	page 19	page 143
4	Net Promoter Score (NPS) percentages: Nigeria	%	MTN Nigeria	page 19	page 143
5	Net Promoter Score (NPS) percentages: Other key markets	%	MTN Other key markets • Cameroon • Côte d'Ivoire • Iran • Uganda	page 19	page 143
6	Total tax contribution (Rbn)	ZAR	MTN Group Limited	page 19	page 143
7	Carbon emissions – scope 1 (tCO_2e)	(tCO_2e)	MTN South Africa	page 19	page 144
8	Carbon emissions – scope 2 (tCO_2e)	(tCO_2e)	MTN South Africa	page 19	page 144

The selected sustainability performance information prepared and presented in accordance with management's criteria are marked with the symbol LA (Limited Assurance) to indicate that we have provided limited assurance over the selected sustainability performance information.

Other than as described in the preceding paragraphs, which sets out the scope of our engagement, we did not perform assurance procedures on the remaining information included in the Integrated Report, and accordingly, we do not express a conclusion on this information.

MTN's responsibilities

The Directors of MTN are responsible for the selection, preparation, and presentation of the selected sustainability performance information in accordance with management's measurement and reporting criteria as set out on page 05 of the Integrated Report. These responsibilities include the identification of stakeholders and stakeholder requirements, key issues, commitments with respect to sustainability performance and design, implementation and maintenance of internal control and maintaining adequate records and making estimates that are relevant to the preparation of the Integrated Report and any references or statements of compliance with reporting frameworks applied, such that it is free from material misstatement, whether due to fraud or error.

The Directors of MTN are responsible for, in relation to application of the reporting standards used in the preparation of the Integrated Report, those reports being prepared in accordance with the reporting principles as per those standards.

The Directors are also responsible for determining the appropriateness of the measurement and reporting criteria in view of the intended users of the selected sustainability performance information and for ensuring that those criteria are publicly available to the Integrated Report users.

Inherent limitations

Where MTN's reporting of the selected sustainability performance information relies on factors derived by independent third parties, our assurance work has not included examination of the derivation of those factors and other third-party information.

The scope of work was limited to the selected sustainability performance information disclosed in the Integrated Report

Independent assurance practitioner's limited assurance report

continued

and did not include coverage of data sets or information unrelated to the selected information, nor did it include information reported outside of MTN's Integrated Report, information relating to prior periods or comparisons against historical data.

Our assurance report does not extend to any disclosures or assertions relating to management's future performance plans, forward-looking statements or strategies disclosed in the Integrated Report.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence, and due care, confidentiality, and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards).

EY also applies International Standard on Quality Management 1, Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services engagements, which requires that we design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our responsibilities

Our responsibility is to express a limited assurance conclusion on the selected sustainability performance information as set out in the Subject Matter paragraph, based on the procedures we have performed and the evidence we have obtained.

We conducted our assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements other than Audits or Reviews of Historical Financial Information, and, in respect of the greenhouse gas emissions, in accordance with ISAE 3410, Assurance Engagements on Greenhouse Gas Statements, issued by the International Auditing and Assurance Standards Board. Those Standards require that we plan and perform our engagement to obtain the appropriate level of assurance about whether the selected sustainability performance information is free from material misstatement.

The procedures performed in a limited assurance engagement vary in nature and timing and are less in extent than for a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

Summary of work performed

Limited assurance

A limited assurance engagement undertaken in accordance with ISAE 3000 (Revised) and ISAE 3410 involves assessing the suitability in the circumstances of MTN's use of its measurement and reporting criteria as the basis of preparation for the selected sustainability performance information, assessing the risks of material misstatement of the selected sustainability performance information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the selected sustainability performance information. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks. The procedures we performed were based on our professional judgement. A limited assurance engagement consists of making enquiries, primarily of persons responsible for preparing the sustainability performance information subject matter and related information and applying analytical and other appropriate procedures.

For the selected sustainability performance information, we:

- Performed analytical procedures to evaluate the reasonability of the reported performance results.
- Obtained explanations from management in response to our analytical procedures and assessing the reasonability in the context of our understanding of the business.
- Performed tests of detail on the selected performance information, on a selective basis, as part of assessing whether (i) the data has been appropriately measured, recorded, collated, and reported; and (ii) activities set out by management are appropriately evidenced and reported; and
- Confirmation with internal or external parties; and
- Performed procedures to:
  - Evaluate the competence, capabilities, and objectivity of external service providers acting as management's experts.
  - Obtain an understanding of the work of the management expert; and
  - Evaluate the appropriateness of the management expert's work as evidence, including assessing the data provided by MTN as an input to the expert's work.
  - We also performed such other procedures as we considered necessary in the circumstances.

We believe that the evidence obtained is sufficient and appropriate to provide a basis for our limited assurance conclusion.

Other Matters

Apart from what was reported in our assurance report for the prior period (2022), no further assurance procedures were performed on prior periods.

Restriction of Liability

Our report, including our conclusions, has been prepared solely for the Board of Directors of MTN in accordance with the agreement between us and for no other purpose. We permit this report to be published in MTN's Integrated Report to assist the Directors in responding to their governance responsibilities by obtaining an independent assurance report in connection with the selected sustainability performance information.

To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Board of Directors of MTN for our work or for our report and the conclusion contained therein. We agree to publication of our assurance report within MTN's Integrated Report provided it is clearly understood by recipients or readers of the Report and that we accept no duty of care to them whatsoever in respect of our independent assurance report.

Maintenance and integrity of MTN's website is the responsibility of MTN management. Our procedures did not involve consideration of these matters and, accordingly we accept no responsibility for any changes to either the selected sustainability performance information as reported, or our independent assurance report that may occur subsequent to the initial date of publication of the Report on MTN's website.

Ernst & Young Inc.

Ernst & Young Inc.
Director: Morkel Hendrik Pienaar
Registered Auditor
Chartered Accountant (SA)

29 April 2024
102 Rivonia Road, Sandton,
Johannesburg
South Africa

Glossary

2G	Second generation mobile communications
3G	Third generation mobile communications
4G/LTE	Fourth generation or long-term evolution mobile communications
5G	Fifth generation mobile communications
AFS	Annual Financial Statements
AI	Artificial intelligence
AIP	Association of Independent Publishers
API	Application programming interface
ARP	Asset realisation programme
B-BBEE	Black economic empowerment
Capex	Capital expenditure
Capex intensity	Capex divided by revenue
CBN	Central Bank of Nigeria
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CHASE	MTN's framework to drive adoption of data services
Churn	Average disconnections in a period divided by average monthly customers
CSI	Corporate social investment
CODM EBITDA	Earnings before finance income and finance costs (which includes gains or losses on foreign exchange transactions and a loss on revision of cash flows from a JV), tax, depreciation and amortisation, and is also presented before recognising the following items: • Impairment of JV and goodwill. • Net monetary gain resulting from the application of hyperinflation. • Share of results of associates and JVs after tax. • Hyperinflation. • Tower sale profits. • Gain on disposal/dilution of investment in associate and JV. • Gain on disposal of subsidiary. • Impairment loss on remeasurement of non-current assets held for sale.
COO	Chief Operating Officer
COVID-19	The novel coronavirus
CP	Company performance
CVM	Customer value management
EEP	Expense efficiency programme
EPS	Earnings per share
ESG	Environmental, social and governance
ESOP	Employee share ownership plan
Exco	Executive Committee
Financial capital	Debt and equity financing, cash generated from operations and investments
Fintech	Includes MTN Mobile Money, e-commerce, insurance, airtime lending and data monetisation streams
Forex	Foreign exchange
FTTX	Fibre to the x. Any broadband architecture using fibre to provide all or part of the local loop for last mile telecoms
FWA	Fixed wireless access
GDP	Gross domestic product
GHG	Greenhouse gas
GSMA	The GSM Association
HBB	Home broad band
HEPS	Headline earnings per share
Holdco	Holding company
Human capital	The motivation, skills, safety and diversity of our employees, contractors, partners and suppliers
Hyperscaler	An operator of a data centre that offers scalable cloud computing services.
ICASA	Independent Communications Authority of South Africa
ICT	Information and communication technologies
IFRS	International Financial Reporting Standards
Intellectual capital	Our culture; our know-how; proprietary and licensed technology: procedures and processes
IPO	Initial public offering
IoT	Internet of Things
ITU	International Telecommunication Union
JSE	Johannesburg Stock Exchange
JV	Joint venture
KPI	Key performance indicators
KYC	Know your customer: a process to identify and verify customer identity
LA	Limited assurance
LTI	Long-term incentive
M&A	Mergers and acquisitions
Manufactured capital	Our networks; 2G, 3G, 4G and 5G base stations and fibre; electronic devices; public infrastructure.
MENA	Middle East and North Africa
MFS	Mobile financial services
MNO	Mobile network operator
MoMo	MTN Mobile Money
MOU	Minutes of use
MoI	Memorandum of incorporation
MSR	Minimum shareholding requirement
MTR	Mobile termination rate
MVNO	Mobile virtual network operator
Naas	Network as a service
Natural capital	Spectrum, energy and land
NIN	National identification numbers
NM	Not measurable
NPS	Net promoter score
Opcos	Our operating companies
Opex	Operating expenditure
OTH	Own the Home
PSB	Payment Services Bank
QoS	Quality of service
ROACE	Return on average capital employed
ROE	Return on equity
SDG	Sustainable Development Goals
SEA	Southern and East Africa region
SIM	Subscriber identity module
SME	Small and medium enterprise
SMP	Significant market power
SMS	Short message service
Social capital	Trusted relationships with customers, communities, governments and regulators, suppliers, trade unions, industry bodies and civil rights groups
SRP	Share rights plan
SSA	Sub-Saharan Africa
TP	Team performance
TSR	Total shareholder return
UN	United Nations
USME	MTN's programme to sustain demand for voice services
USSD	Unstructured supplementary service data
VP	Vice-President
WECA	West and Central Africa
WFH	Work from home
YoY	Year-on-year

Administration

MTN GROUP LIMITED

Incorporated in the Republic of South Africa

Company registration number:
1994/009584/06
ISIN: ZAE000042164
Share code: MTN

Board of directors

MH Jonas^
KDK Mokhele^
RT Mupita[1]
TBL Molefe[1]
NP Gosa^
S Kheradpir[2]^
SN Mabaso-Koyana^
SP Miller[3]^
CWN Molope^
N Newton-King^
T Pennington[4]^
NL Sowazi^
SLA Sanusi[5]^
VM Rague[6]^

[1] *Executive*
[2] *American*
[3] *Belgian*
[4] *British*
[5] *Nigerian*
[6] *Kenyan*

^ *Independent non-executive director*
# *Non-executive director*

Group Company Secretary

PT Sishuba-Bonoyi
Private Bag X9955, Cresta, 2118

Registered office

216 – 14th Avenue
Fairland
Gauteng, 2195

American depository receipt (ADR) programme

Cusip No. 62474M108
ADR to ordinary share 1:1

Depository:

The Bank of New York Mellon
101 Barclay Street, New York NY, 10286, USA

MTN Group sharecare line

Toll free: 0800 202 360 or +27 11 870 8206
if phoning from outside South Africa

Transfer secretaries

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Registration number 2004/003647/070
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102 Rivonia Road, Sandton, Johannesburg,
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Tamela Holdings Proprietary Limited
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Joint sponsor

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Date of release: 29 April 2024

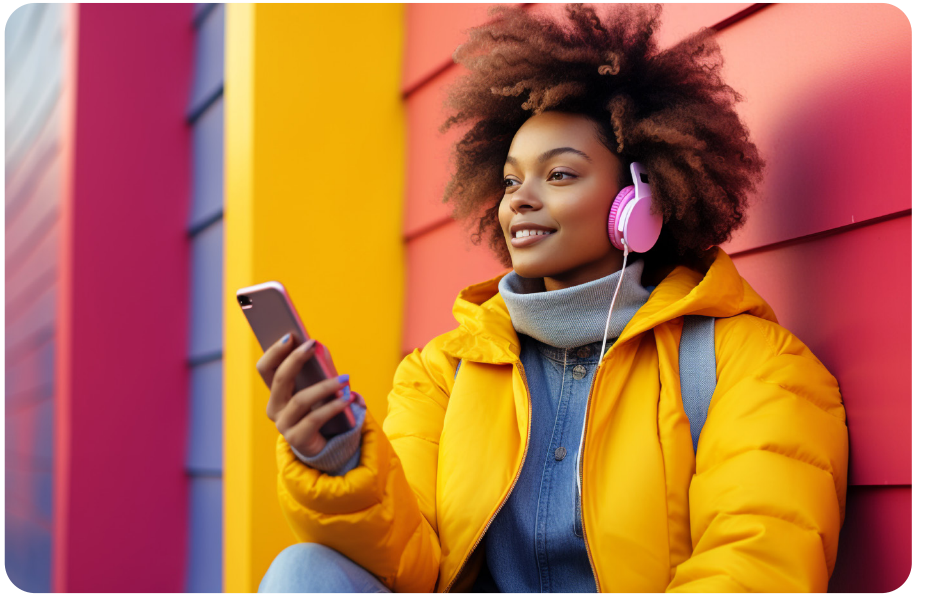
Forward-looking information

Any forward-looking financial information disclosed in this report has not been reviewed or audited or otherwise reported on by our external auditor. Opinions and forward-looking statements expressed in this report represent those of the company at the time. Undue reliance should not be placed on such statements and opinions because by nature, they are subjective to known and unknown risk and uncertainties and can be affected by other factors that could cause actual results and company plans and objectives to differ materially from those expressed or implied in the forward-looking statements.

Neither the company nor any of its respective affiliates, advisers or representatives shall have any liability whatsoever (based on negligence or otherwise) for any loss howsoever arising from any use of this report or its contents or otherwise arising in connection with this presentation and do not undertake to publicly update or revise any of its opinions or forward-looking statements whether to reflect new information or future events or circumstances otherwise.

Mapping our SDG impact:

In 2023, MTN Group implemented a SDG reprioritisation tool to determine the SDGs and SDG Ambition Benchmarks on which we could deliver the biggest impact, while creating business value. As part of our sustainability strategy, we have identified primary and secondary UNSDGs where we have the greatest contribution, aligning these with our four sustainability pillars. Guided by the best practice proposed in the SDG Compass and the SDG Impact Standards we have conducted a comprehensive analysis of impact along MTN's value chain to help identify which SDGs MTN is best positioned to make a difference on. As we further engage with business and look to consciously embed SDGs in our organisation there could be slight adjustments to MTN's priority areas.



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