MTN Zakhele Futhi (RF) Limited

Umbiko Wonyaka Ofingqiwe kanye neSaziso se-AGM yonyaka ophele ngomhla ka-31 Disemba 2018

DISCLAIMER:

The information contained on the MTN Zakhele Futhi Website (the “Service”) is for general information purposes only. SizweNtsalubaGobodo Grant Thornton Inc assumes no responsibility for errors or omissions in the contents on the Service.

In no event shall SizweNtsalubaGobodo Grant Thornton Inc be liable for any special, direct, indirect, consequential, or incidental damages or any damages whatsoever, whether in an action of contract, negligence or other tort, arising out of or in connection with the use of the Service or the contents of the Service. No warranty of any kind, either expressed or implied, is made as to the accuracy, correctness, or reliability of any translations made from English into any other language. Some pages may not be accurately translated due to the limitations of the translation software, such as dynamic or interactive pages.

The Annual Financial Statements currently in English on the website is the official source for the information provided. Any discrepancies or differences created in the translation are not binding and have no legal effect. SizweNtsalubaGobodo Grant Thornton Inc does not guarantee the accuracy of this translation and is therefore not liable for any inaccurate information resulting from this translation. Please consult with a translator for accuracy if you are relying on the translation for any purpose whatsoever. If any questions arise related to the accuracy of the information contained in the translated website, please refer to the English version of the website which is the official version.

Inkomba

Imibiko kanye nezitatimende ezishiwo ngezansi zinombiko wonyaka owethulwe kubababambiqhaza.

Inkomba **Ikhasi**

Inkomba	Ikhasi
Ibhodi Labaqondisi	2 - 3
Isitatimende esivela kusihlalo wakho	4 – 5
Isitatimende esifingqiwe senzuzo noma sokulahlekelwa	6
Isitatimende esifingqiwe senye imali engenayo ephelele	6
Isitatimende esifingqiwe sesimo sezimali	7
Isitatimende esifingqiwe sezinguquko ezimalini zababambiqhaza	8
Isitatimende esifingqiwe ekuhambeni kokheshe	9
Amanothi ezitatimendeni ezifingqiwe zemali yonyaka	10 – 19
Isaziso somhlangano ojwayelekile wonyaka	20 – 26
Amanothi achazayo ezinqumeni eziphakanyiswe emhlanganweni ojwayelekile wonyaka weNkampani	27 - 33
Isithasiselo kusaziso somhlangano ojwayelekile wonyaka kanye nemephu yendawo	34
Isifingqo samalungelo asebenzayo enziwe ngokwesigaba 58 soMthetho Wezinkampani, Nombolo 71 ka-2008, njengoba uchitshiyelwe	35
Ifomu lommeleli	36
Amanothi aya kummeleli	37
Ukuphathwa komsebenzi	38

Umlungiseleli (English Version)
Rosalind Friedericksen CA(SA)
Umphathi Wezobudlelwano Bamaklayenti: Ukuphathwa Komsebenzi Wesikimu Samasheya - Nedbank Limited

Usuphavayizwa ngu- (English Version)
Jaynesh Padayachy CA(SA)
Umphathi Wezimali Omkhulu: Central Finance - Nedbank Limited

Ibhodi Labaqondisi

Sindisiwe N Mabaso-Koyana (50)

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

Usihlalo Ongaphethe (Uqokwe: ngomhla ka-6 Juni 2017) Ilungu Lekomiti Lokucwaninga amabhuku, Ingozi kanye Nokuhambisana (Liqokwe: ngomhla ka-6 Juni 2017)

Ubuqondisi:

Njengamanje uSindi uwuSihlalo we-African Women Chartered Accountants (AWCA) Investment Holding Company, Chartered Accountancy Sector Charter, iBhodi Elelulekayo le-AWCA kanye noSihlalo we-Advanced Group of Companies. Ezinye izikhundla zakhe zamabhodi zibandakanya lezo zokuba umqondisi oyisikhulu esiphezulu esingaphethe se-Adcorp Holdings Limited, MTN Zakhele (RF) Limited, Eskom Holdings SOC Ltd ne-Toyota South Africa Motors (Pty) Ltd

Amakhono, ulwazi kanye nolwazi lomsebenzi:

USindi uyi-Chartered Accountant ngokokuqeqeshelwa umsebenzi unolwazi ekuphathweni kwezimali, ekucwaningweni kwamabhuku nasekuphatheni kukho kokubili ingxenye kahulumeni kanye nezimele. Ungumholi ohlonishwayo kanye nengqwele ekukhuleni nasentuthukweni yabesifazane abasebancane. Ubalulwe yi-Financial Mail njengomunye wosomabhizinisi besifazane abangama-20 abanamandla kakhulu eNingizimu Afrika futhi wayesekugcineni kuMklomelo Wonyaka Wosomabhizinisi Besifazane ngonyaka ka-2004. Ngonyaka ka-2013 waqokwa yi-CEO Magazine njengoMuntu Wesifazane Onethonya kakhulu eNgxenyeni Yezamabhizinisi nekaHulumeni. UwuSihlalo owedlule futhi wethimba elenza umsebenzi le-South African Institute of Chartered Accountants eyemisa iphepha ekubikeni okunomqondo nge-Broad Based Black Economic Empowerment (BBBEE).

Sonja De Bruyn (47)

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

Umqondisi oyisikhulu esiphezulu esingaphethe (Uqokwe: ngomhla ka-6 Juni 2017)

Ilungu Lekomiti Lokucwaninga amabhuku, Ingozi kanye Nokuhambisana (Liqokwe: ngomhla ka-6 Juni 2017)

Ubuqondisi:

Umqondisi oyisikhulu esiphezulu esingaphethe we-RMB/RMI Holdings, Discovery Holdings Limited ne-Remgro. U-Sonja futhi uwuSihlalo we-Ethos Mid-Market Fund I GP Proprietary Limited.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

U-Sonja ungumsunguli kanye nomlingani wemigomo yokutshalwa kwezimali, ifemu engumeluleki kanye nexhasa ngezimali ye-Identity Capital Partners. Waqala ukusebenza kwakhe ekubhangeni kokutshalwa kwezimali ngonyaka ka-1997, esebenza ekuhlanganisweni nasekutholweni, ekwenzeni ukuzimela ama-IPO kanye nokuxhaswa ngezimali, ekugcineni waba yisekela likamongameli we-Deutsche Bank. Waqokwa njengomqondisi oyisikhulu esiphezulu esiphethe se-Women’s Development Bank Investment Holdings ukusuka ngonyaka ka-2002 kuya ku-2007. Ngaphambilini weyengumbheki we-National Empowerment Fund kanye nelungu le-Presidential Working Group ku-BEE. U-Sonja waklonyeliswa futhi wahlonishwa yi-Black Management Forum, i-Association of Black Securities kanye ne-Investment Professionals. UnguMholi Womhlaba Omncane Jikelele we-World Economic Forum.

Ibhodi Yabaqondisi *kuyaqhutshwa*

Grant Gelink (69)

CA(SA), B Comm, B Compt (Hons)

Umqondisi oyisikhulu esiphezulu esingaphethe (Uqokwe: ngomhla ka-9 Juni 2017)

USihlalo weKomiti Lokucwaninga Amabhuku, Ingozi kanye noKuhambisana (Waqokwa: ngomhla ka-9 Juni 2017)

Ubuqondisi:

Umqondisi oyisikhulu esiphezulu esingaphethe se-FirstRand Limited, Grindrod Limited, Santam Limited, Allied Electronics Limited, Rain Group Holdings Proprietary kanye ne- Pralene Investments Proprietary Limited.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

U-Grant wayeyisikhulu esiphezulu esiphethe sase-Deloitte & Touche kusukela ngonyaka ka-2006 kuya ku-2012. Ulwazi lwakhe olubanzi e-Deloitte luthatha iminyaka engama-26 kanti lubandakanya ukuba Uphathini Wesevisi Yamaklayenti Ohamba Phambili ezimbonini eziningi ezisevisa amaklayenti njenge-Barloworld, Imperial Holdings, Murray & Roberts, Nedbank, Sappi, South African Airways ne-Transnet.

Isitatimende esivela kusihlalo wakho

Isingeniso

Ngonyaka ka-2016 i-MTN Group Limited yenze i-MTN Zakhele Futhi (RF) Limited ("**MTN Zakhele Futhi"** noma **"Inkampani"**), indlela yabantu baseNingizimu Afrika abamnyama abakulungele ukutshala imali i-MTN Group Limited ("**MTN Group"** noma "**MTN"**), umhlinzeki wemisebenzi yase-telecom yezimakethe ezisafufusa ezihamba phambili.

I-MTN Zakhele Futhi cishe ino-4% wamasheya ku-MTN Group. Lokhu kutshalwa kwemali yimpahla kuphela yeNkampani. Inkampani futhi iphatha ukuxhasa ngemali okuhlanganisiwe kwalokhu kutshalwa kwemali - okuba ngamasheya akhethwayo abhaliselwe ngabahlinzeki besikweletu ongomunye umuntu kanye nendawo yezimali ekhishwa kuzwelonke ethathwe ku-MTN Group. U-80.5% wabanikazi bamasheya banengcosana yamasheya ajwayelekile kunama-500 okukhombisa isimo sesikimu esincike ngobubanzi kokuyiqiniso.

Ukusebenza kwezimali

Ukusebenza kwemali yeNkampani kuncike ngokuphelele enanini lentengo yesheya le-MTN Group kanye nanoma iyiphi inhlukaniselwana eshiwo netholakele kwa-MTN Group ngonyaka.

Ngomhla ka-31 Disemba 2018, iNkampani yabona ukulahlekelwa ngemuva kokukhokha intela eyizigidi eziwu-R325,8 (2017: izigidi eziwu-R201,1 eziyinzuzo evuselelwe). Inzuzo cishe ifakwa ngokuphelele ekutholeni izinhlukaniselwano ezivela ku-MTN Group ngonyaka. Ukulahleka kubangelwa ukuphinde kukalwe into yokusebenza yezimali ekhiphayo ekupheleni konyaka njengoba kudingwa yi-International Financial Reporting Standards. Ukulahleka ekuphindeni kukalwe kwento yokusebenza yezimali ekhiphayo kucishe kube ngenxa yokwehla kwenani lentengo yesheya le-MTN Group ukusuka ku-R136,60 ngomhla ka-31 Disemba 2017 ukuya ku-R89,00 ngomhla ka-31 Disemba 2018.

Ukwehla kwenani lentengo yesheya kusukela ngaphambi konyaka wezimali nakho kwaholela ekulahlekeni kwenanai elikahle lesigidi esiwu-R2 433,0 (2017: isigidi esiwu-533,1 senzuzo) ebonakala kusitatimende semali engenayo ephelele.

Ukukhokha kokubuyisela isikweletu se-MTN Zakhele Futhi

Ngonyaka ka-2018, iNkampani yathola izigidi eziwu-R480,2 (2017: izigidi eziwu-537,8) eyimali engenayo eyinhlukaniselwano evela ku- MTN Group futhi yakwazi ukukhokha isikweletu esingaphezu kohlelo lokukhokha olubhajethelwe. Le mali engenayo yasetshenziswa kuqala ukukhokha izindleko zokusebenza ezivunyelwe zeNkampani kanye nentela enokusele kwemali engenayo eyinhlukaniselwano isetshenziselwe ukukhokha izinhlukaniselwano ezikweletwa kubanikazi bamasheya abakhethwayo kanye nokunciphisa ingxenye yemali yokwenza umsebenzi yesikweletu ekweletwa abanikazi bamasheya abakhethwayo.

Izigidi eziwu-R313,0 zemali engenayo yenhlukaniselwano yasetshenziswa ekushesheni kubuyiselwe amasheya akhethiwe ngonyaka wezimali ka-2018. Lokho ekugcineni kuzoholela ekuncipheni kwezinhlukaniselwano ezikhokhwa kumasheya akhethwayo esikhathini sempilo yalezi zinto zokusebenza.

Amasheya aqinisekiswe yi-MTN Zakhele Futhi

Ngesikhathi somnikelo ka-2016, izicelo ezivela kumphakathi wabamnyama nabakulungele baBanikazi bamasheya be-MTN Zakhele, nakuba kweqela ngale ku-Minimum Equity Raise (okuyinani lika-R1.234 bhiliyoni), ezazingaphansi kwe-Target Equity Raise (R2.468 bhiliyoni). Ngakho-ke, i-MTN yasebenzisa ukhetho lokubhalisa kuMasheya Ajwayelekile e-MTN Zakhele Futhi awu-27 848 672 ("Amasheya Aqinisekisiwe") ukubhekelwa okuyisamba sezigidi eziwu-R557.

Ngonyaka ka-2017 u-MTN wathengisa u-549 974 wala Masheya Aqinisekisiwe ngokusebenzisa Umnikelo Omncane ohloselwe ikakhulukazi kulabo bafakizicelo ababefake izicelo zamasheya e-MTN Zakhele Futhi ngesikhathi somnikelo wokuqala futhi abawabelwanga wona ngempumelelo ngenxa yezizathu ezahlukene. Ukwengeza kuMnikelo Omncane, u-MTN wangena ezivumelwaneni zokuthengisa ezahlukene nabatshali zimali bezikhungo ezinkulu ukuthengisa isamba sika-9 088 320 ngonyaka ka-2017 saMasheya Aqinisekisiwe.

Amanye Amasheya Aqinisekisiwe awu-3 240 athengiselwa abahlanganyeli boMnikelo Omncane yi-MTN ngekwata yokuqala ka-2018 kwehlisa ukuphathwa kwe-MTN Group kwaMasheya Ajwayelekile e-MTN Zakhele aba ngamasheya ajwayelekile awu-18 277 026 ngomhla ka-31 Disemba 2018.

Isitatimende esivela kusihlalo wakho *kuyaqhutshwa*

Ukufakwa ohlwini oluphakanyiswayo

Ngesikhathi Sokutshala Imali Esiphansi okungukuthi kusukela ngomhla ka-24 Novemba 2016 ukuya kumhla ka24 Novemba 2019, abanikazi bamasheya abavumelekile ukuthengisa, ukudlulisa noma ngenye indlela ukulahla Amasheya abo Ajwayelekile e-MTN Zakhele Futhi. Ngomhla ka-25 Novemba 2019 Isikhathi Sokutshala Imali Esiphansi siyaphela futhi iNkampani seyiqale izinyathelo zokufaka ohlwini Amasheya Ajwayelekile e-MTN Zakhele Futhi ku-JSE ukuze kuqhutshwe ukuhweba phakathi kwabantu abamnyama abafanelekile kanye namaqembu amnyama ngesikhathi seminyaka emihlanu esele yeSikhathi Sokunikeza Amandla. Ukucabanga ngokufakwa ohlwini okuphakanyiswayo ku-JSE, kuzohlelwa imiboniso yokwazisa kwaziswe abanikazi bamasheya kusenesikhathi ngalokho kufakwa ohlwini okuphakanyiswayo ukuze kuhlinzekwe abanikazi bamasheya ngolwazi olumaqondana nezindlela zokuhweba kanye nezinhlelo.

Usizo lwabanikazi bamasheya

Ukuxhumana nabanikazi bamasheya okusebenza ngempumelelo nokuhle kubalulekile ukuqinisekisa ukuthi abanikazi bamasheya bahlala benolwazi olusha ngaphambi kokufakwa ohlwini lwe-JSE okuhlelelwe uNovemba 2019. Inkampani izoqhubeka nokusebenzisa ukuxhumana nge-SMS njengezindlela zayo ezinkulu zokuxhumana. Izaziso zeMihlangano Ejwayelekile Yonyaka zizothunyelwa nge-imeyili noma ngeposi ngokuhambisana neMemorandamu Yokuhlanganyela. Ukuze uvumele i-MTN Zakhele Futhi ikwazi ukuxhumana ngempumelelo nabanikazi bamasheya nokugcina amarekhodi anolwazi olusha, abanikazi bamasheya bayacelwa ukuthi bazise Umphathi we-MTN Zakhele Futhi ngazo zonke izinguquko emininingwaneni yabo yokuxhumana, ikheli leposi, isimo kanye nemininingwane yasebhange ngokushayela ucingo Isikhungo Sokushayela izingcingo ku-**083 900 6863** phakathi kuka-8h00 no-16h30 ngeMisombuluko nangoLwezihlanu. Ama-Ejenti azofaka izingcingo zawo ngokohlelo nemibhalo edingekayo ukwenza izinguquko. I-MTN Zakhele Futhi yenze futhi ikhasi lewebhusayithi elikhethiwe labanikazi bamasheya ukufinyelela kumininingwane yesabelo sabo samasheya. Abanikazi bamasheya bayakhuthazwa ukuthi bazijwayeze isayithi ngokuvakashela u-**www.mtnzakhelefuthi.co.za**.

Okubhekekile esikhathini esizayo

Ngenxa yesimo kanye nenhloso ye-MTN Zakhele Futhi, okulindelekile kwakho kuqondaniswa nokukhula kwezinto ezilindelekile ze-MTN Group. Kucatshangwa ukuthi ngenxa yokusebenza kwemisebenzi okuhle kwe-MTN Group, indlela okubukeka ngayo ikusasa lenkampani inhle kakhulu.

Singathanda ukukhuthaza abanikazi bamasheya ukuthi baye eMhlanganweni Ojwayelekile Wonyaka njengamanje ohlelwe umhla ka-17 Meyi 2019 e-Gallagher Convention Centre lapho eminye imininingwane yokufakwa ohlwini komphakathi kuzodluliselwa khona kubanikazi bamasheya.

Sindisiwe Mabaso-Koyana
Usihlalo

15 Mashi 2019

Isitatimende esifingqiwe senzuzo noma sokulahlekelwa

sonyaka ophele ngomhla ka-31 Disemba 2018

(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	Amanothi	31 Disemba 2018 R'000	Kuvuselelwe* 31 Disemba 2017 R'000
Imali engenayo eyinhlukaniselwano	5	480 221	537 848
Amaholo abaqondisi		(695)	(604)
Ezinye izindleko zokusebenza		(13 554)	(13 630)
Inzuzo/(ukulahlekelwa) yokusebenza		**465 972**	**523 614**
Imali engenayo yezezimali		2 970	3 461
Izindleko zezezimali ezenzeke ezikweletwini zezimali ezikaliwe		(124 418)	(152 989)
ngezindleko ezincishisiwe (152 989) (16			
Ukulahlekelwa ekukalweni futhi kokulethiwe okuyinto yokusebenza kokuyimali		(661 448)	(221 719)
(Ukulahlekelwa)/Inzuzo ngaphambi kokukhokha intela		**(316 924)**	**152 367**
Intela yemali engenayo (izindleko)/ikhredithi		(8 923)	48 696
(Ukulahlekelwa)/ Inzuzo yonyaka		**(325 847)**	**201 063**

Isitatimende esifingqiwe semali engenayo ephelele

sonyaka ophele ngomhla ka-31 Disemba 2018
Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	31 Disemba 2018 R'000	Evuselelwe* 31 Disemba 2017 R'000
(Ukulahlekelwa)/ Inzuzo yonyaka	**(325 847)**	**201 063**
Enye imali engenayo ephelele - izinto ezizolandela zibe wu- – izinto okungenzeka zilandele zihlelwe kabusha enzuzweni noma ekulahlekelweni:	**(1 897 969)**	**413 702**
(Ukulahlekelwa)/ Inzuzo ekukalweni futhi kwempahla yezezimali ekhona	(2 433 036)	533 121
Intela ehlehlisiwe ekulahlekelweni (enzuzweni) ekukalweni kwempahla yezizimali futhi	535 067	(119 419)
Isamba (sokulahlekelwa) semali engenayo ephelele yonyaka	**(2 223 816)**	**614 765**

*Evuselelwe njengoba kuchaziwe kunothi le-12

Isitatimende esifingqiwe sesimo sezimali

ngomhla ka- 31 Disemba 2018

(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	Amanothi	31 Disemba 2018 R'000	Evuselelwe* 31 Disemba 2017 R'000	Evuselelwe* 31 Disemba 2016 R'000
Izimpahla				
Izimpahla okungeyizo ezamanje				
Izimpahla zezimali ezikhona ukuthi zithengiswe	6	4 549 165	6 982 201	6 449 080
Izimpahla zezimali ezilethiwe	7	-	-	185 602
		4 549 165	**6 982 201**	**6 634 682**
Izimpahla zamanje				
Intela yamanje etholakalayo		1	3	-
Ukheshe kanye nokulingana nokheshe		36 184	7 219	28 015
Ukheshe kanye nokulingana nokheshe - izimali ezinemingcele		3 765	4 193	7 836
Okunye okutholakalayo		832	603	393
		40 782	**12 018**	**36 244**
Izimpahla sezizonke		**4 589 947**	**6 994 219**	**6 670 926**
Inani lamasheya akhishiwe kanye nezikweletu				
Inani lamasheya akhishiwe				
Ingxenye yemali yokwenza umsebenzi evela ekukhishweni		2 468 336	2 468 336	2 468 336
Okugodliwe		(741 911)	1 825 597	1 583 949
Inzuzo/(ukulahlekelwa okunqwabelene		689 104	345 412	(27 705)
		2 415 529	**4 639 345**	**4 024 580**
Izikweletu				
Izikweletu okungeyizo ezamanje				
Okubolekiwe	8	1 442 079	1 750 617	2 147 702
Into yokusebenza yemali elethiwe		697 565	36 117	-
Intela ehlehlisiwe		-	526 976	457 222
		2 139 644	**2 313 710**	**2 604 924**
Izikweletu zamanje				
Okubolekiwe	8	28 277	34 521	17 715
Intela yamanje ekhokhwayo		-	-	300
Esinye isikweletu		3 765	4 193	7 836
Ukuhweba kanye nokunye okukhokhwayo		2 732	2 450	15 571
		34 774	**41 164**	**41 422**
Izikweletu sezizonke		**2 174 418**	**2 345 874**	**2 646 346**
Isamba samasheya akhishiwe kanye nezikweletu		**4 589 947**	**6 994 219**	**6 670 926**

* Evuselelwe njengoba kuchaziwe kunothi le-12

Isitatimende esifingqiwe sezinguquko enanini lamasheya akhishiwe

zonyaka ophele ngomhla ka-31 Disemba 2018

(Njengoba ecashunwe ezitatimendeni zezimali ezicutshulungiwe)

	Ingxenye yemali	Okugodliwe okukhona kokuthengiswa	Okunye okugodliwe	Izingodla sezizonke	Inzuzo/(okulahliwe) okunqwabelanayo	Isamba samasheya
	R'000	R'000	R'000	R'000	R'000	R'000
Isitaimende esivuselelwe 1 Januwari 2017	**2 468 336**	**1 439 924**	**144 025**	**1 583 949**	**(27 705)**	**4 024 580**
Ibhalansi ngomhla ka- 1 Januwari 2017 njengoba kushiwo ngaphambilini	2 468 336	1 439 924	688 727	2 128 651	(27 705)	4 569 282
Eshiwo futhi	-	-	(544 702)	(544 702)		(544 702)
Inzuzo eshiwo futhi yonyaka ka-2017	-	-	-	-	201 063	201 063
Inzuzo yonyaka ka-2017 njengoba kushiwo ngaphambilini	-	-	-	-	366 970	366 970
Ukushiwo futhi	-	-	-	-	(165 907)	(165 907)
Enye imali engenayo ephelele yesikhathi sonyaka ka-2017	-	413 702	-	413 702	-	413 702
Isamba semali engenayo ephelele yesikhathi sonyaka ka-20167	**-**	**413 702**	**-**	**413 702**	**201 063**	**614 765**
Okudlulisiwe okushiwo futhi phakathi kokugodliwe*	-	-	(172 054)	(172 054)	172 054	-
Ukudlulisela phakathi kokugodliwe njengoba kwakushiwo ngaphambilini	-	-	(6 147)	(6 147)	6 147	-
Okuqinisekisiwe futhi	-	-	(165 907)	(165 907)	165 907	-
Ibhalansi eshiwo futhi mhla ka-31 Disemba 2017	**2 468 336**	**1 853 626**	**(28 029)**	**1 825 597**	**345 412**	**4 639 345**
Ibhalansi eshiwo futhi mhla ka-1 Januwari 2018	**2 468 336**	**1 853 626**	**(28 029)**	**1 825 597**	**345 412**	**4 639 345**
Inzuzo yonyaka ka-2018	-	-	-	-	(325 847)	(325 847)
Enye imali engenayo ephelele	-	(1 897 969)	-	(1 897 969)	-	(1 897 969)
Isamba semali engenayo ephelele yonyaka ka-2018	**-**	**(1 897 969)**	**-**	**(1 897 969)**	**(325 847)**	**(2 223 816)**
Ukudluliselwa phakathi kokugodliwe *	-	-	(669 539)	(669 539)	669 539	-
Ibhalansi ngomhla ka-31 Disemba 2018	**2 468 336**	**(44 343)**	**(697 568)**	**(741 911)**	**689 104**	**2 415 529**

Bheka imininingwane kunothi le-12 lokwenziwa kwesitatimende futhi

** Ukudlulisa phakathi kwezingozi kuvela maqondana (ukulahlekelwa)/nenzuzo ekukaleni futhi kwempahla yemali elethiwe erekhodwa kunzuzo nasekulahlekelweni. Inani elidluliselwe yimali esele isiyonke yentela ehlehlisiwe. Lokhu kudluliswa kwenzuzo yonke evela ezinzuzweni ezigciniwe kungodla ezingahanjiswa zisetshenziswa njengenzuzo njengamanje engahanjisiwe.*

Isitatimende esifingqiwe sokuhamba kwemali

sonyaka ophele ngomhla ka-31 Disemba 2018

(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	31 Disemba 2018 R'000	**Evuselelwe* 31 Disemba 2017 R'000**
Imali ehamba isuka emisebenzini yokusebenza		
Imali esetshenziswa emisebenzini	(14 196)	(27 565)
Izinhlukaniselwano ezitholakele	480 221	537 848
Imali engenayo eyinzalo etholakele	2 970	3 461
Izindleko zemali ezikhokhiwe	(126 154)	(134 818)
Intela ekhokhiwe	(830)	(1 272)
Imali esele yonke evela emisebenzini yokusebenza	**342 011**	**377 654**
Imali ehamba ivela emisebenzini yokuxhasa ngemali		
Ukusetshenziswa kwamasheya akhethiwe angahlanganyeli anqwabelene	(313 046)	(398 451)
Imali (imali ebuyisiwe)/etholakele ivela kubahlanganyeli abangaphumelelanga	(428)	(3 643)
Imali esele yonke evela emisebenzini yezezimali	**(313 474)**	**(402 093)**
Ukuhamba kwemali isiyonke yonyaka	**28 537**	**(24 439)**
Imali isiyonke ekupheleni konyaka	**39 949**	**11 412**

* Evuselelwe njengoba kuchaziwe kunothi le-12

Amanothi kuzitatimende zezimali ezifingqiwe

zonyaka ophele ngomhla ka-31 Disemba 2018
(Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

1. Ulwazi olujwayelekile

I-MTN Zakhele Futhi (RF) Limited yafakwa njengenkampani yomphakathi ngaphansi kwemithetho yeRiphabhlikhi yaseNingizimu Afrika ngomhla ka-21 Juni 2016.

Inkampani ifakwe njengendlela yokutshalwa kwemali kwenhloso eyisipesheli ukuqala ukusebenzisa ithranzekshini ye-MTN Group Limited's 2016 Broad Based Black Economic Empowerment ("**BBBEE").**

2. Isisekelo sokulungiselela

Ulwazi lwezimali olufingqiwe lulungiswe ngokuhambisana naMazinga Okubika Ngezimali Amazwe Omhlaba ("**IFRS"),** inkulumo eyethuliwe kanye nezidingo zokudalula ze-IAS 34, Ukubika Ngezimali Kwesikhashana, kanye nokuhumusha la mazinga njengoba emukelwe yiBhodi Yamazinga Okuziphendulela, Iziqondiso Zokubika Ngezimali Ze-SAICA njengoba kukhishwe yiKomiti i-Accounting Practices Committee kanye ne-Financial Reporting Pronouncements njengoba kukhishwe yi-Financial Reporting Standards Council kanye nezidingo zoMthetho Wezinkampani waseNingizimu Afrika, 71 ka-2008, njengoba uchitshiyelwe.

3. Izinqubomgomo zokucwaninga amabhuku ezimali

Izinqubomgomo zokuziphendulela ezamukelwa zichazwe ezitatimendeni zezimali. Ngesikhathi okukhulunywa ngaso, iNkampani yamukela yonke i-IFRS kanye nokuhumusha okwakusebenza ngempumelelo nokwakubonakala kusebenza eNkampanini. I-IFRS 9, Izinto Zokusebenza Zezimali, ingena esikhundleni se-IAS 39, Izinto Zokusebenza Zezimali: Ukwaziswa Nokukala. Ukwamukelwa kwe-IFRS 9 kwaba nomthelela ekuhlelweni kwezinto zokusebenza zezimali zeNkampani. Kodwa-ke, azange kube noshintsho ekukalweni kwezinto zokusebenza zalezi zimali ngenxa yokwamukelwa kweZinga Elisha.

Izinqubomgomo zokucwaninga amabhuku ezimali ezisasele zihambisana nalezo zangaphambi kwesikhathi sezimali.

4. Izikweletu kanye nezibopho ezingenzeka

Akukho mali ezobuyiselwa emuva kunanoma yimuphi umuntu ngezibopho ezinokwenzeka zenkampani engazange ziqoqelwe ukuphela konyaka. Inkampani ayizange ibe nanoma yiziphi izikweletu ebezingenzeka ekupheleni konyaka.

5. Imali engenayo eyinhlukaniselwano

Ngonyaka wezimali ka-2017 i-MTN Zakhele Futhi yathola izinhlukaniselwano ku-MTN Group Limited.

Imali engenayo eyinhlukaniselwano seyiyonke eyatholwa yi-MTN Zakhele Futhi (RF) Limited eyayivela ku-MTN Group Limited ngesikhathi sezimali kwakuyi- R480 221 113 (2017: R537 847 646).

6. Ukutshala imali ezimpahleni zezimali ezikhona ukuze zithengiswe

Ukutshalwa kwemali kunamasheya awu-51 114 213 (2017: 51 114 213) e-MTN Group Limited. Imali etshaliwe isiyonke, kubandakanya izimpahla zezimali ezitholiwe, zinamasheya awu-76 835 378 esewonke e-MTN Group Limited, okumelele cishe u-4% wengxenye yemali yokwenza umsebenzi evela kumasheya e-MTN Group akhishiwe.

Inani elikahle lokutshalwa kwemali kuncike enanini lentengo yemakethe eliwu- R89.00 (2017: R136.60) isheya ngalinye njengoba lifakwe ku-JSE Limited ngomhla ka-31 Disemba 2019. Ukulahlekelwa konke okurekhodiwe kwenye imali engenayo ephelele ngonyaka wamanje wezimali wu- R2 433 036 539 (2017: R533 121 241 inzuzo).

	31 Disemba 2018 R'000	Evuselelwe 31 Disemba 2017 R'000
Ibhalansi ekuqaleni konyaka	6 982 201	6 449 080
(Ukulahlekelwa)/inzuzo ekukaleni futhi kwezimpahla zezimali	(2 433 036)	533 121
Ibhalansi ekupheleni konyaka	**4 549 165**	**6 982 201**

7. Izimpahla zezimali ezilethiwe

Njengengxenye yokusebenzisa isikimu se-MTN Group BBBEE, i-MTN Zakhele Futhi yathola i-Notional Vendor Finance ("**NVF")** ukusiza ukuthenga amasheya e-MTN Group. I-MTN Group yakhipha amasheya awu-25 721 165 NVF yawanika i-MTN Zakhele Futhi ngenani lokubhalisa selilonke lika-R2 572. I-MTN Group inokhetho lokubiza olubhekiswe ku-MTN Zakhele Futhi maqondana nenombolo eguqukayo yamasheya.

Isikweletu esingakakhokwa esikhona noma nini sincike ezinhlukaniselwaneni ezenziwe yi-MTN Group ngesikhathi sempilo yokhetho. Ngakho-ke isakhiwo simelele ukhetho oluncike endleleni ye-MTN Zakhele Futhi. Ukulingisa i-Monte Carlo yasetshenziswa njengesu lokuhlola okuhambisana nokusebenza kwemakethe okusezingeni.

Ukuhlolwa kokhetho ekupheleni konyaka kwakuyisikweletu sika-R697 565 010 (2017: R36 117 052). Izinto ezibalulekile ezafakwa kusibonelo ekupheleni konyaka zazikanje:

- inani lentengo yemakethe lamasheya e-MTN Group lika-R89.00 (2017: R136.60);
- ibhalansi ye-NVF cishe yezigidi eziwu- R3 924 (2017: izigidi eziwu-R3 621);
- ukuguquguquka kwamanani entengo okuhweba kuka-35,16% (2017: 31,24%);
- inhlukaniselwano etholakele ka-6,79% (2017: 4,66%);
- ukhetho olulindelekile lwempilo yeminyaka eyi-8 kusukela ekuqaleni (2017: iminyaka eyi-8); kanye
- nezinga elingenangozi lonyaka lika-7,70% (2017: 7,60%).

Kwenziwa kokukodwa kokuhlanjekiselwayo ekusetshenziswa endleleni yokuhlola ngesikhathi sonyaka wezimali. Lolu shintsho lwasetshenziswa kubhekwa emuva ezitatimendeni ngaphambi konyaka wezimali. Bheka inothi le-12 ukuthola eminye imininingwane ekuqaeni.

7. Izimpahla zezimali ezilethiwe (kuyaqhutshwa)

	31 Disemba 2018 R'000	Evuselelwe 31 Disemba 2017 R'000
Ibhalansi ekuqaleni konyaka – (isikweletu)/impahla	(36 117)	185 602
Ukulungiswa kwenani elikahle elirekhodiwe lenzuzo noma ukulahlekelwa	(661 448)	(221 719)
Inani elikahle ekupheleni konyaka	**(697 565)**	**(36 117)**

8. Okubolekiwe

I-MTN Zakhele Futhi yakhipha amasheya akhethwayo anqwabelanayo anokutholakala kubangahlanganyeli ku-MTN Zakhele Futhi **("amasheya akhethwayo e-MTN Zakhele Futhi")** ku-Jabisan 04 (RF) Proprietary Limited ngomhla ka-23 Novemba 2016 ngenani lentengo eliyi-R1000 lokuwakhipha isheya elikhethwayo le-MTN Zakhele Futhi ngalinye. Amasheya akhethwayo e-MTN Zakhele Futhi ayatholakala ngemuva kweminyaka emihlanu kusukela ngosuku lokukhishwa okungukuthi 23 Novemba 2021.

Amasheya akhethwayo e-MTN Zakhele Futhi anqwabelana izinhlukaniselwano zamasheya akhethwayo ngeZinga leNhlukaniselwano le-MTN Zakhele Futhi lika-75% lezinga eliphansi lenzalo lokweboleka imali ngokohwebo njengezinga elilula lenzalo (ehlanganiswe osukwini lwenhlukaniselwano ekhethwayo oluhleliwe) nezinhlukaniselwano zamasheya akhethwayo anqwabelene (asalele ezikweletwini) akhokhwa ngomhla ka-30 Ephreli nomhla ka-30 Septhemba ngesikhathi samasheya akhethwayo e-MTN Zakhele Futhi, noma ngosuku oluseduze noma olukude njengoba kungavunyelwana ngalo ngokubhala yi-MTN Zakhele Futhi kanye ne-Ejenti Yamasheya Akhethwayo okungenani ezinsukwini ezinhlanu zokusebenza ngaphambi komhla ka-30 Ephreli noma ngomhla ka-30 Septhemba wanoma yimuphi unyaka ngesikhathi samasheya akhethwayo e-MTN Zakhele Futhi.

	31 Disemba 2018 R'000	Evuselelwe 31 Disemba 2017 R'000
Ibhalansi ekuqaleni konyaka	1 785 138	2 165 418
Ukutholakala kwamasheya akhethwayo angahlanganyeli ngenani elishiwo lika-R1 000	(313 046)	(398 451)
Inzalo ekhokhwa ngamasheya akhethwayo angahlanganyeli alethiwe anqwabelanayo	(126 154)	(134 818)
Inzalo enqwabelene ngezinga lenzalo esebenza ngempumelelo	124 418	152 989
	1 470 356	**1 785 138**

9. Izingxenye ezihlobene

Ubudlelwano:

Umnikazi wamasheya okhethwayo:	Jabisan 04 (RF) Proprietary Limited
Umnikazi wamasheya womnikazi wamasheya okhethwayo:	BFC2 Owner Trust
Umhlinzeki Wemali Ethengisayo :	MTN Group Limited
Abaqondisi abayizikhulu ezingaphethe:	Shauket Allie Fakie (1)
	Simphiwe Cele (1)
	Sibongile Mtshali (1)
	Sindisiwe Mabaso-Koyana (2)
	Sonja De Bruyn (2)
	Grant Gelink (3)

(1) Wesula kubhodi yabaqondisi ngomhla ka-6 Juni 2017.

(2) Waqokwa njengelungu lebhodi ngomhla ka-6 Juni 2017.

(3) Waqokwa njengelungu lebhodi ngomhla ka-9 Juni 2017.

	31 Disemba 2018 R'000	31 Disemba 2017 R'000
Amabhalansi aphathelene nenhlangano:		
Isikweletu samasheya akhethwayo		
Jabisan 04 (RF) Proprietary Limited	1 470 356	1 785 138
Amanani afakwe Kokunye Okukhokhwayo maqondana nezinhlangano ezihambisanayo		
Shauket Allie Fakie, maqondana neholo labaqondisi	-	59
	-	**59**
Ingxenye eyisheya lokwenza umsebenzi elijwayelekile ephethwe yinhlangano ehlobene		
MTN Group Limited	365 540	365 605

Amanothi ezitatimende zezimali ezifingqiwe *kuyaqhutshwa*

zonyaka ophele ngomhla ka-31 Disemba 2018
(Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

		31 Disemba 2018 R'000	31 Disemba 2017 R'000
9.	**Izinhlangano ezihambisanayo (kuyaqhutshwa)**		
	Amathranzekshini enhlangano ehambisanayo**:**		
	Izinhlukaniselwano ezitholwe ezinhlanganweni okuhanjiswana nazo		
	MTN Group Limited	(480 221)	(537 848)
	Inzalo ezinhlanganweni ezihambisayo		
	Jabisan 04 (RF) Proprietary Limited	126 154	134 818
	Izindleko ezikhokhwa egameni lezinhlangano ezihambisanayo	**1 034**	**1 434**
	Jabisan 04 (RF) Proprietary Limited	1 034	1 434
	BFC2 Owner Trust	-	-
	Iholo lebhodi yabaqondisi – imali yabaqondisi	**695**	**604**
	Shauket Allie Fakie [(4)]	-	166
	Simphiwe Cele [(5)]	-	-
	Sibongile Mtshali [(5)]	-	-
	Sindisiwe Mabaso- Koyana [(6)]	325	207
	Sonja De Bruyn [(6)]	179	107
	Grant Gelink [(6)]	191	124

(4) Wesula kubhodi yabaqondisi ngomhla ka-6 Juni 2017.

(5) USimphiwe Cele noSibongile Mtshali bayeka izimali zabo zabaqondisi zika-2016 no-2017. Bobabili abaqondisi besula ngomhla ka-6 Juni 2017.

(6) Waqokwa njengelungu lebhodi ngomhla ka-9 Juni 2017.

Abaqondisi abathathi abahlinzeki bomsebenzi ababalulekile ukuthi "ngabasebenzi bokuphatha ababalulekile" njengoba kuchaziwe ku-IAS 24, *Ukudalula Okuhambisana Nenhlangano.*

10. Izehlakalo ngemuva kwesikhathi sokubika

I-MTN Group Limited isho inhlukaniselwano yokugcina yamasenti angama-325 ngomhla ka-7 Mashi 2019.

Abaqondisi abazi nganoma yiluphi olunye udaba noma isimo esivele ngemuva kosuku lokubika ukuya osukwini lokusayina lo mbiko ozodinga ukulungiswa noma ukudalulwa.

11. Isikali senani lesilinganiso elikahle

Ngokwe-IFRS 13, *Izikali Zenani Lesilinganiso Elikahle Elingenzeleli,* izinto zokusebenza zezimali ezikalwe kusitatimende sesimo sezimali enanini eliakahle sidinga ukudalulwa kwezikali zezilinganiso ezikahle ezingenzeleli ngezinga ngokokulandelana kwezikali zesilinganiso zenani ezilandelayo:

- Izinga 1: Inani lesilinganiso esikahle esingenzeleli lincike emananini entengo acashuniwe (angalungisiwe) ezimakethe ezisebenzayo zezimpahla kanye nezikweletu okufanayo. Lokhu kukhona nje futhi kuyatholakala emithonjeni eminingi;
- Izinga 2: Inani lesilinganiso esikahle esingenzeleli lincike kokufakiwe kunamanani entengo ashiwo kubandakanya ezingeni 1 okubonakalayo ukusuka empahleni noma esikweletwini, kungaba ngokuqondile (okungukuthi njengamanani entengo) noma ngokungaqondile (okungukuthi okutholwe kumanani entengo); noma
- Izinga 3: Inani lesilinganiso elikahle elingenzeleli lincike kokufakiwe kwempahla noma kwesikweletu esingancikile olwazini ooluqoqwe yizimakethe olubonakalayo (okungukuthi izinto ezifakwayo ezingabonakali).

Inani lesilinganiso esikahle esingenzeleli sezimpahla zezimali ezikhona zokuthengisa lincike enani lentengo yesheya, njengoba lifakwe ku-Johannesburg Stock Exchange ("**JSE**") Limited. Inani lesilinganiso esikahle esingenzeleli sempahla yezimali elethiwe lincike esibonelweni sohlelo lokusho inani lezimpahla zenkampani. Okufakiwe kule ndlela kubandakanya inani lentengo yesheya le-MTN Group, okuwukufakiwe okubonakalayo emakethe. Okunye okufakiwe kubandakanya izinga lenzalo kokubolekiwe, okufakiwe kungabonakali emakethe.

Ithebuli elingezansi lethula nezimpahla zenkampani kanye nezikweletu ezikalwa enanini lesilinganiso esikahle esingenzeleli.

	Izinga 1 R'000	Izinga 2 R'000	Izinga 3 R'000	Seyiyonke R'000
31 Disemba 2018				
Isikali senani elikahle eliqhubekayo				
Ukutshala imali empahleni yemali ekhona yokuthengisa	4 549 165	-	-	4 549 165
Impahla yemali elethiwe	-	-	(697 565)	(697 565)
Isikali sezindleko ezikhokhwe kancane				
Okunye okutholakalayo	-	361	-	361
Ukheshe kanye nokulingana nokheshe	-	39 949	-	39 949
Okubolekiwe	-	(1 486 160)	-	(1 486 160)
Okunye okukhokhwayo	-	(2 732)	-	(2 732)
Esinye isikweletu	-	(3 765)	-	(3 765)

11. Isikali senani elikahle (kuyaqhutshwa)

	Izinga 1 R'000	Izinga 2 R'000	Izinga 3 R'000	Seyiyonke R'000
31 Disemba 2017 *(evuselelwe)*				
Isikali senani elikahle esiqhubekayo				
Ukutshala imali empahleni yemali ekhona yokuthengisa	6 982 201	-	-	6 982 201
Impahla yemali elethiwe	-	-	(36 117)	(36 117)
Isikali sezindleko ezikhokhwe kancane				
Okunye okutholakalayo	-	603	-	603
Ukheshe kanye nokulingana nokheshe	-	11 412	-	11 412
Okubolekiwe	-	(1 832 352)	-	(1 832 352)
Okunye okukhokhwayo	-	(2 450)	-	(2 450)
Esinye isikweletu	-	(4 193)	-	(4 193)

Akukho kudluliswa okwenziwa phakathi kwamazinga 1, 2 noma 3 ngesikhathi sonyaka wezimali.

12. Ukuqinisekiswa

Ngonyaka wezimali wamanje labonakala iphutha kokukodwa okwakucatshangelwa ngaphambilini esibonelweni sokuhlola esilethiwe. Indlela eyayifake ngaphambilini isembozwe ekubuyisweni kwemali ethengiswayo engesilona iqiniso ehlinzekwa yi-MTN Group esibalweni samasheya ahlinzekwa ngokusebenzisa le ndawo yosizo (okungukuthi u-25 721 165 NVF wamasheya). Njengoba Imibhalo Yamathranzekshini idinga ukuthi i-NVF ikhokhwe njengokulingana neRandi kungenzeka, kuncike enanini lentengo yesheya le-MTN Group, ngaphezu kwamasheya e-NVF ayizigidi eziwu-25,7 ukuze kusetshenziswe ekukhokhweni kwe-NVF. Ushintsho uma kucatshangelwa kusetshenziswa kubhekwa emuva futhi kuholele ekuqinisekisweni kwenani elikahle lempahla yemali elethiwe kanye nentela hambisana nayo ehlehlisiwe ebonakale eminyakeni eyedlule. Indlela manje ifaka isibalo senani lenhlangano lokunquma inani eliyisisekelo sempahla yemali elethiwe.

Ukuqinisekiswa ayinamthelela kukheshe enkampanini futhi wukulungiswa kokugcinwa kwamabhuku enani elikahle okudingwa yi-International Financial Reporting Standards.

12. Ukuqinisekiswa (kuyaqhutshwa)

Umthelela ekuqinisekisweni emiphumeleni yezimali ukanje:

31 Disemba 2017	**Okwabikwa ngaphambilini**	**Ukuqinisekiswa**	**Ibhalansi evuselelwe**
	R'000	**R'000**	**R'000**
Umthelela kusitatimende senzuzo noma sokulahlekelwa			
Inzuzo yokusebenza	523 614	-	523 614
Imali engenayo yezimali	3 461	-	3 461
Izindleko zemali ezenzeke ezikweletwini zemali ezikalwe njengezindleko ezikhokhwe kancane	(152 989)	-	(152 989)
Ukulahlekelwa esikalini sempahla semali elethiwe	(7 922)	(213 797)	(221 719)
Inzuzo ngaphambi kokukhokhiswa intela	**366 164**	**(213 797)**	**152 367**
Izindleko zentela yemali engenayo	806	47 890	48 696
Inzuzo yonyaka	**366 970**	**(165 907)**	**201 063**
Umthelela esitatimendeni sesimo sezimali			
Izimpahla okungeyizo ezamanje	**7 861 817**	**(879 616)**	**6 982 201**
Ukutshala imali empahleni ethengiswayo	6 982 201	-	6 982 201
Izimpahla zezimali ezilethiwe	879 616	(879 616)	-
Izimpahla zamanje	**12 018**	**-**	**12 018**
Izimpahla sezizonke	**7 873 835**	**(879 616)**	**6 994 219**
Inani lamasheya akhishiwe			
Ingxenye yemali yokwenza umsebenzi evela ekukhishweni	2 468 336	-	2 468 336
Okugodliwe	2 536 206	(710 609)	1 825 597
Inzuzo enqwabelene	345 412	-	345 412
	5 349 954	**(710 609)**	**4 639 345**

12. Ukuqinisekiswa (kuyaqhutshwa)

31 Disemba 2017	Okwabikwa ngaphambilini R'000	Ukuqinisekiswa R'000	Ibhalansi evuselelwe R'000
Izikweletu			
Izikweletu okungeyizo ezamanje	**2 482 717**	**(169 007)**	**2 313 710**
Okubolekiwe	1 750 617	-	1 750 617
Into yokusebenza yemali elethiwe	-	36 117	36 117
Intela ehlehlisiwe	732 100	(205 124)	526 976
Izikweletu zamanje	**41 164**	**-**	**41 164**
Izikweletu sezizonke	**2 523 881**	**(169 007)**	**2 354 874**
Inani lamasheya akhishiwe selilonke kanye nezikweletu	**7 873 835**	**(879 616)**	**6 994 219**

31 Disemba 2016	Ebikiwe ngaphambilini R'000	Ukuqinisekiswa R'000	Ibhalansi evuselelwe R'000
Umthelela esitatimendeni senzuzo noma sokulahlekelwa			
Ukulahlekelwa kokusebenza	(16 241)	-	(16 241)
Imali engenayo yezimali	6 889	-	6 889
Izindleko zemali ezenzeke ezikweletwini zemali ezikalwe njengezindleko ezikhokhwe kancane	(16 424)	-	(16 424)
Ukulahlekelwa esikalini sempahla semali elethiwe	887 535	(701 936)	185 599
Inzuzo ngaphambi kokukhokhiswa intela	**861 759**	**(701 936)**	**159 823**
Izindleko zentela yemali engenayo	(200 737)	157 234	(43 503)
Inzuzo yonyaka	**661 022**	**(544 702)**	**116 320**
Umthelela esitatimendeni sesimo sezimali			
Izimpahla okungeyizo ezamanje	**7 336 618**	**(701 936)**	**6 634 682**
Ukutshala imali empahleni ethengiswayo	6 449 080	-	6 449 080
Izimpahla zezimali ezilethiwe	887 538	(701 936)	185 602
Izimpahla zamanje	**36 244**	**-**	**36 244**
Izimpahla sezizonke	**7 372 862**	**(701 936)**	**6 670 926**

12. Ukuqinisekiswa (kuyaqhutshwa)

31 Disemba 2016	**Ebikiwe ngaphambilini R'000**	**Ukuqinisekiswa R'000**	**Ibhalansi evuselelwe R'000**
Inani lamasheya akhishiwe			
Ingxenye yemali yokwenza umsebenzi evela ekukhishweni	2 468 336	-	2 468 336
Okugodliwe	2 128 651	(544 702)	1 583 949
Inzuzo enqwabelanayo	(27 705)	-	(27 705)
	4 569 282	**(544 702)**	**4 024 580**
Izikweletu			
Izikweletu okungeyizo ezamanje	**2 762 158**	**(157 234)**	**2 604 924**
Okubolekiwe	2 147 702	-	2 147 702
Intela ehlehlisiwe	614 456	(157 234)	457 222
Izikweletu zamanje	**41 422**	**-**	**41 422**
Izikweletu sezizonke	**2 803 580**	**(157 234)**	**2 646 346**
Inani lamasheya akhishiwe selilonke kanye nezikweletu	**7 372 862**	**(701 936)**	**6 670 926**

13. Ukucwaningwa kwamabhuku okuzimele

Le miphumela yezimali efingqiwe eshiwo ekhasini 7 ukuya ku-19 icwaningwe abacwaningi bamabhuku beNkampani abazimele, iSizweNtsalubaGobodo Grant Thornton Incl., abenza ucwaningo lwabo lwamabhuku ngokuhambisana naMazinga Omhlaba Okucwaninga Amabhuku. Ikhophi ephelele yombiko wokucwaningwa kwamabhuku ongaguquliwe ikhona ukuze ihlolwe ehhovisi leNkampani elibhalisiwe. Izitatimende zezimali ezifingqiwe zitholiwe kuzitatimende zezimali zeNkampani futhi zihambisana nazo zonke izinto.

14. Ukuba khona kwesethi ephelele yezitatimende zezimali ezicwaningiwe

Isethi ephelele yezitatimende zezimali ezicwaningiwe:

- kungafinyeleleka kuyo kule webhusayithi elandelayo: www.mtnzakhelefuthi.co.za; noma
- izothunyelwa kuwe ngeposi elijwayelekile uma ulicela e-Nedbank Limited, usebenzisa ingxenye yayo yoKuphatha Isikimu Samasheya, imininingwane yalo ivela ngaphansi kwesigaba sokuphatha umsebenzi kukhava engemuva ngaphakathi.

Isaziso somhlangano ojwayelekile wonyaka

sonyaka ophele ngomhla ka-31 Disemba 2017

MTN Zakhele Futhi (RF) Limited
Ifakwe kuRiphabhliki YaseNingizimu
Afrika (Inombolo yokubhalisa
2016/268837/06)
("**MTN Zakhele Futhi**" noma "iNkampani"**)**

Lo mbhalo uyatholakala ngesiZulu nangesiSuthu esigabeni solwazi lwezimali sewebhusayithi yeNkampani
– www.mtnzakhelefuthi.co.za.

Lo mbhalo ubalulekile kanti udinga ukuthi usheshe uwubhekisise

Uma unanoma yikuphi ukungabaza ngokuthi yisiphi isinyathelo okufanele usithathe, bonisana nomeluleki wakho wezomthetho, usomabhange, umeluleki wezezimali, umcwaningi wamabhuku ezimali noma omunye umeluleki oqeqeshiwe ngokushesha.

Kulo mbhalo kufakwe:

- Isaziso somhlangano ojwayelekile wonyaka (**"AGM"),** kubekwa izinqumo okufanele ziphakanyiswe emhlanganweni, ndawonye namanothi okuchaza. Kukhona futhi namanothi okuqondisa uma ufuna ukuza emhlanganweni (ngenhloso yawo kufakwe imephu yendawo yomhlangano) noma ukuvota ngommeleli.
- Ifomu lommeleli okufanele lisetshenziswe ngabanikazi bamasheya.

Umnikazi wamasheya unelungelo lokuya nokuvota emhlanganweni angaqoka omunye noma abanye abantu njengabameleli baye, bahlanganyele futhi bavote endaweni yakhe. Ummeleli akufanele kube umnikazi wamasheya weNkampani kodwa kufanele kube wumuntu ngamunye. Ukuqokwa kommeleli angeke kumvimbele umnikazi wamasheya oqoke ummeleli evela ku-AGM futhi ehlanganyela futhi evota siqu ekukhishweni kwanoma yimuphi ummeleli onjalo. **Ifomu lommeleli lokusetshenziswa emhlanganweni lifakiwe futhi kufanele lethulwe emhlanganweni kubo bonke abantu abeza njengabameleli.**

Abanikazi bamasheya bangasebenzisa futhi usizo lommeleli lwe-inthanethi ukugcwalisa amafomu abo ommeleli. Ummeleli we-inthanethi kumahhala futhi kuyatholakala ku-inthanethi. Ukusebenzisa ummeleli we-inthanethi, abanikazi bamasheya kudingeka ukuthi bayibhalisele isevisi, ngokusebenzisa iwebhusayithi ku-https://www.votingplatform.corporateactions.co.za/mtnzakhelefuthi/login. Uhlelo lokungena luzosebenzisa inombolo yakho ye-ID yaseNingizimu Afrika kanye nePIN Esetshenziswa Kanye ozoyithunyelwa ngeselula kanye nekheli le-imeyili elikhona erekhodini. Abanikazi bamasheya bazokwazi futhi ukubheka futhi bakhiphe incwadi yomsebenzisi echaza ukuthi uhlelo lommeleli lwe-inthanethi lusebenza kanjani kuwebhusayithi yeNkampani. Iplatifomu yommeleli we-inthanethi izoba khona kusukela ngo-09:00 ngomhla ka-16 Ephreli 2019.

Isaziso kubanikazi bamasheya: umhlangano ojwayelekile wonyaka

Lapha kunikwa isaziso kubanikazi bamasheya kusukela ngosuku lwerekhodi lomhla ka-5 Ephreli 2019 nokuthi i-AGM yabanikazi bamasheya be-MTN Zakhele Futhi izobanjwa e-Gallagher Convention Centre, 19 Richards Drive, Midrand, Johannesburg, 1685 ngoLwesihlanu, 17 Meyi 2019 ngo-11:30 (isikhathi saseNingizimu Afrika), (i) ukubheka kanye, uma kubonakala kulungile ukudlula, ngoguquko noma ngale koguquko, izinqumo ezilandelayo ezijwayelekile neziyisipesheli, ngendlela edingwa Umthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, futhi
(ii) ubhekane nelinye ibhizinisi elinjalo njengoba kungabhekwana nakho ngokusemthethweni emhlanganweni, umhlangano lowo okufanele kuhlanganyelwe kuwo futhi kuvotwe ngabanikazi bamasheya njengokosuku lwerekhodi lomhla ka-3 Meyi 2019 ngokwesigaba 62(3)(a), kufundwa nesigaba 59 soMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwe.

Okubalulekile: Isigaba 63(1) soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe - Ukukhonjwa kwabahlanganyeli bomhlangano

Sicela wazi ukuthi abahlanganyeli bomhlangano (kubandakanya abameleli, ababheki kanye nabameleli beqembu) kudingeka ukuthi bahlinzeke ngokukahle ukukhomba okwanelisayo ngaphambi kokuthi babe nelungelo lokuya noma lokuhlanganyela emhlanganweni wabanikazi. Amafomu okukhomba abandakanya imibhalo/amakhadi omazisi okuyiqiniso, amalayisense abashayeli kanye namapasiphothi.

Uma ufunda izinqumo ezingezansi, sicela ubheke amanothi okuchaza izinqumo ze-AGM ekhasini 27.

Isaziso somhlangano ojwayelekile wonyaka *kuyaqhutshwa*

Sonyaka ophele ngomhla ka-31 Disemba 2018

1. Ukwethulwa kwezitatimende zezimali zonyaka

Izitatimende zezimali zonyaka ezicwaningiwe zeNkampani (njengoba kugunyazwe ibhodi yabaqondisi beNkampani), kubandakanya umbiko wabaqondisi, ukucwaningwa kwamabhuku, ingozi kanye nombiko wekomiti lokuhambisana kanye nombiko wabacwaningi mabhuku bangaphandle wonyaka ophele ngomhla ka-31 Disemba 2018, uhanjiswe njengoba kudingeka futhi yethulwa kubanikazi bamasheya kule AGM.

Izitatimende zemali zonyaka eziphelele zibekwe emakhasini 17 ukuya ku-52 zombiko wonyaka.

2. Izinqumo

IZINQUMO EZIJWAYELEKILE

2.1 Isinqumo esijwayelekile nombolo 1

Ukukhethwa futhi kuka-Grant Gelink njengomqondisi

"Kunqunywe ukuthi u-Grant, Gelink, othatha umhlalaphansi ngokushintshaniswa nofanelekile nokhona ukuthi aphinde akhethwe, ukhethwe futhi njengoMqondisi weNkampani.”

Ungumqondisi oyisikhulu esiphezulu ezingaphethe kanti usebenza njengosihlalo wekomiti lokucwaninga amabhuku leNkampani.
Iphesenti lamalungelo okuvota adingekela isinqumo esijwayelekile nombolo 1 okufanele samukelwe kufanele kube ngaphezu kuka-50% wamalungelo okuvota asetshenziswa kusinqumo esijwayelekile nombolo 1.

2.2 Isinqumo esijwayelekile nombolo 2

Ukhetho lwekomiti lokucwaninga amabhuku - Ukukhethwa kuka-Sindisiwe Mabaso-Koyana

"Kwanqunywa ukuthi uSindisiwe Mabaso-Koyana akhethwe njengelungu lekomiti lokucwaninga amabhuku, kusukela ekupheleni kwalo mhlangano ngokwesigaba 94(2) soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, kuze kube sekuphethweni kwe-AGM elandelayo."

Iphesenti lamalungelo okuvota adingekela isinqumo esijwayelekile nombolo 2 okufanele samukelwe kufanele kube ngaphezu kuka-50% wamalungelo okuvota asetshenziswa kusinqumo esijwayelekile nombolo 2.

2.3 Isinqumo esijwayelekile nombolo 3

Ukhetho lwekomiti lokucwaninga amabhuku - Ukhetho luka-Sonja De Bruyn.

"Kwanqunywa ukuthi u-Sonja De Bruyn akhethwe njengelungu lekomiti lokucwaninga amabhuku, kusukela ekupheleni kwalo mhlangano ngokwesigaba 94(2) soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, kuze kube sekuphethweni kwe-AGM elandelayo."

Iphesenti lamalungelo okuvota adingekela isinqumo esijwayelekile nombolo 3 okufanele samukelwe kufanele kube ngaphezu kuka-50% wamalungelo okuvota asetshenziswa kusinqumo esijwayelekile nombolo 3.

2.4 Isinqumo esijwayelekile nombolo 4

Ukhetho lwekomiti lokucwaninga amabhuku - Ukhetho luka-Grant Gelink

"Kwanqunywa ukuthi ngenxa yokuphasiswa kwesinqumo esijwayelekile nombolo 1, u-Grant Gelink akhethwe njengelungu lekomiti lokucwaninga amabhuku, kusukela ekupheleni kwalo mhlangano ngokwesigaba 94(2) soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, kuze kube sekuphethweni kwe-AGM elandelayo."

Iphesenti lamalungelo okuvota adingekela isinqumo esijwayelekile nombolo 4 okufanele samukelwe kufanele kube ngaphezu kuka-50% wamalungelo okuvota asetshenziswa kusinqumo esijwayelekile nombolo 4.

2.5 Isinqumo esijwayelekile nombolo 5

Ukuphinda futhi kuqokwe abacwaningi bamabhuku abazimele

"Kwanqunywa ukuthi uSizweNtsalubaGobodo Grant Thornton Inc. aphinde aqokwe njengomcwaningi mabhuku weNkampani (wokuphela konyaka ophela ngomhla ka-31 Disemba 2018) kuze kuphethwe i-AGM elandelayo."

Iphesenti lamalungelo okuvota adingekela isinqumo esijwayelekile nombolo 5 okufanele samukelwe kufanele kube ngaphezu kuka-50% wamalungelo okuvota asetshenziswa kusinqumo esijwayelekile nombolo 5.

2.6 Isinqumo esijwayelekile nombolo 6

Izichibiyelo eziphakanyisiwe kuSivumelwano Sobudlelwano

“Kwanqunywa ukuthi, ngenxa yokushywa kwesinqumo esikhethekiloe nombolo 2, izichibiyelo eziphakanyiswayo kusivumelwano ezinesihloko ezithi "**Isivumelwano Sobudlelwano**" kwaphethwa phakathi kweNkampani no-MTN mhla ka-6 Agasti 2016 nokuthi bangena ngaphansi kwamuphi umnikazi wamasheya ojwayelekile weNkampani, njenoba kukhonjiwe (ngokwezinhloso zokukhomba kuphela) esakhiweni sombhalo olandelelwe esihumushweni esiwuhlaka seSivumelwano Sobudlelwano esivele sikhona, okuwuhlaka olugunyazwe yisinqumo sebhodi yeNkampani futhi usihlalo webhodi wafaka amanisheli ache ngezinhloso zokukhomba, kanti lapho bugunyaziwe, lesi sinqumo siqala ukusebenza ngokuhambisana nezinto ezihlinzekwa Umthetho Wezinkampani, 71 ka- 2008, njengoba uchitshiyelwe, kodwa hhayi ngokushesha kunesiphetho somhlangano lapho lesi sinqumo saphasiswa khona futhi sahlinzeka ukuthi, kangangoba kudingwa wu-MTN Group Limited (“**MTN**”), izichibiyelo ze-MOI eziqukethwe kulesi sinqumo (noma nanoma iyiphi ingxenye yalezo zichibiyelo, njengoba kungaba njalo) zivunywe ngabanikazi bamasheya be-MTN emhlanganweni ojwayelekile, lapho lesi sinqumo singeke sisebenze khona ngempumelelo size sivunywe kanjalo.”

Izimpawu ezibalulekile zeSivumelwano Sobudlelwano esichitshiyelwe zishiwo kulamanothi achazayo kulesi saziso se-AGM esiqala ekhasini lama-27 kanti esiphelele, Isivumelwano Sobudlelwano esichitshuyelwe esikhombisa izichibiyelo ezenziwe kulandela kulesi sinqumo esijwayelekile nombolo 6 (kubandakanya isihumusho, sokwenza lula ukubona, esikhomba izichibiyelo ezilandelelwe kuSivumelwano Sobudlelwano esikhona) sikhona kuwebhusayithi yeNkampani ku-https://www.mtnzakhelefuthi.co.za/ futhi sinesihloko esithi "Isivumelwano Sobudlelwano – Izichibiyelo zika-2019". Lesi sihumusho seSivumelwano Sobudlelwano siyatholakala futhi emahhovisi onobhalo bokudlulisela beNkampani kanye naku-ejenti yezokuxhumana yabanikazi bamasheya, okuyi-Nedbank Limited, esebenza ngeyunithi yayo yoKuphathwa Kwesikimu Samasheya, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 (okungaxhunyanwa nayo ku- +27 83 900 6863).

Ngokwesigatshana 18.1.2 seSivumelwano Sobudlelwano, amathemu eSivumelwano Sobudlelwano angachitshiyelwa yiNkampani no-MTN besayina umbhalo ofaka nanoma yisiphi isichibiyelo esivunywe yisinqumo esiphasiswe emhlanganweni oseceleni wabanikazi bamasheya ajwayelekile eNkampani lapho abanikazi bamasheya ajwayelekile eNkampani bekhona noma bemelelwe emhlanganweni futhi bengasebenzisi amavoti angengaphansi kwama-65% asebenzisekayo maqondana namasheya ajwayelekile eNkampani kulowo mhlangano, avotelwe ngokuhambisana naleso sinqumo, lezo zichibiyelo , kuncike ekusayineni kweNkampani no-MTN umbhalo oshiwo ngenhla, kubopha khona bonke Abanikazi bamasheya i-MTN Zakhele Futhi kusukeala ngoshiwo olushiwo esinqumeni esichintshiyelwe.

Ngokufanele, iphesenti lamalungelo okuvota elidingekayo kusinqumo esijwayelekile nombolo 6 okufanele lamukelwe ama-65% amalungelo okuvota asetshenziswa kusinqumo ngabanikazi bamasheya ajwayelekile eNkampani. Ukwengeza kokungenhla, imvume yenkontileka yabo bobabili i-ejenti yabanikazi bamasheya akhethwayo eNkampani kanye ne-MTN kuzodingakela izinhloso zalezi zichibiyelo kuSivumelwano Sobudlelwano.

IZINQUMO EZIYISIPESHELI

2.7 Isinqumo esiyisipesheli nombolo 1

Iholo eliphakanyisiwe elikhokhelwa abaqondisi abayizikhulu ezingaphethe

"Kwanqunywa ukuthi (i) ngokoMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe kanye nesigatshana 26 sememorandamu yokuhlanganyela kweNkampani kanye nokuncika emibandeleni-ke, ukuthi umholo wabaqondisi, kusukela ngosuku lokuphasa kwesinqumo, ushiwo ngezansi:

MTN Zakhele Futhi (RF) Limited ibhodi

	Imali yokubagcina yonyaka (ZAR)		Imali yokuba khona (ZAR) (umhlangano ngamunye)
	Imali yekwata ephakanyisiwe	**Isamba sangonyaka**	**Ophakanyisiwe imali yokuba khona (umhlangano ngamunye)**
Usihlalo	29 064	116 256	45 777
Ilungu	12 708	50 833	25 414

**Kucatshangwa ukuthi ibhodi izohlangana ngekwata.*

Ikomiti lokucwaninga amabhuku le-MTN Zakhele Futhi (RF)

	Imali yokubagcina yonyaka (ZAR)		Imali yokuba khona (ZAR) (umhlangano ngamunye)
	Imali yekwata ephakanyisiwe	**Isamba sangonyaka**	**Ophakanyisiwe imali yokuba khona (umhlangano ngamunye)**
Usihlalo	N/A	N/A	20 026
Ilungu	N/A	N/A	13 839

**Kucatshangwa ukuthi ikomiti lokucwaninga amabhuku lizohlangana okungenani kabili ngonyaka ukuqondanisa nemiphumela yesikhashana kanye neyokuphela konyaka, kunokuba kukhokhwe izimali zokuza emhlanganweni kuphela.*

I-MTN Zakhele Futhi (RF) Limited – Umsebenzi Oyisepesheli/Amaphrojekthi ngelanga/Umsebenzi wenhloso ethize

Izinga langosuku/langehora (ZAR) ngaphandle uma kushiwo	Kuphakanyisiwe
Umsebenzi oyisipesheli noma iphrojekthi ngosuku	11 080
Umsebenzi owenziwa uma uvela amaphrojekthi ayisipesheli ngosuku kubandakanya imihlangano yethelekhomu (izinga lehora)	1 385

(i) Ngokuhambisana nesigaba 26.2 sememorandamu yokuhlanganyela kweNkampani, abaqondisi bangakhokhelwa zonke izindleko ezikahle ekuhambeni (kubandakanya amahhotela) ukuya nokubuya emihlanganweni yabaqondisi kanye nabanikazi bamasheya, kanye namalungu amakomoti ebhodi kufanele abe nelungelo kuzo zonke izindleko ezikahle zokuhamba (kubandakanya amahhotela) ukuya nokubuya emihlanganweni yamalungu amakomiti ebhodi."

Isiphakamiso esishiwo kusinqumo esiyisipesheli nombolo 1, sihambisana neholo elikhokhelwa abaqondisi abayizikhulu ezingaphethe kanye nabasebenza emahhovisi abayizikhulu ezingaphethe bezinye izinkampani zaseNingizimu Afrika futhi lokhu kumelela ukukhula kuka-5.0% ezimalini zangonyaka odlule. Ibhodi yeNkampani isigunyazile isiphakamiso.

Umholo obukeziwe ophakanyisiwe uthathwa ngokuthi unobulungiswa futhi ukahle futhi usiza iNkampani.

Iphesenti lamalungelo okuvota elidingekayo kusinqumo esiyisipesheli nombolo 1 okufanele samukelwe kufanele okungenani kube ngu-75% wamalungelo okuvota asetshenziswa kusinqumo esiyisipesheli nombolo 1.

2.8 Isinqumo esiyisipesheli nombolo 2

Izichibiyelo eziphakanyisiwe kumemorandamu yokuhlanganyela yeNkampani

"Kwanqunywa ukuthi, ngenxa yokuphasiswa kwesinqumo esijwayelekile nombolo 6, imemorandamu yokuhlanganyela evele isikhona yeNkampani ("memorandum of incorporation-**MOI**") lapha ichitshiyelwe bese esikhundleni sayo kufakwa i-MOI entsha yonke ("**New MOI**"), njengesihumusho esichitshiyelwe se-MOI esivele ikhona eyagunyazwa yisinqumo sebhodi yeNkampani futhi usihlalo webhodi afake amanisheli ngezinhloso zokukhomba, nezikhombisa (ngezinhloso zokukhomba kuphela) izichibiyelo ezisebenzayo ku-MOI esivele ikhona ngesakhiwo esilandelelwe, ngalesi sinqumo siqala ukusebenza ngokuhambisana nezinto ezihlinzekwa wuMthetho Wezinkampani kodwa hhayi ngokushesha kunesiphetho somhlangano lapho lesi sinqumo saphasiswa khona futhi sahlinzeka ukuthi, kangangoba kudingwa wu-MTN, izichibiyelo kule MOI eziqukethwe kulesi sinqumo (noma nanoma iyiphi ingxenye yezichibiyelo ezinjalo, njengoba kungaba njalo) bekufanele kuvunywe ngabanikazi bamasheya be-MTN emhlanganweni ojwayelekile, lapho lesi sinqumo singeke sisebenze khona size sivunywe khona."

Izimpawu ezibalulekile zeSivumelwano Sobudlelwano esichitshiyelwe zishiwo kulamanothi achazayo kulesi saziso se-AGM esiqala ekhasini lama-25 kanti esiphelele, Isivumelwano Sobudlelwano esichitshiyelwe esikhombisa izichibiyelo ezenziwe kulandela kulesi sinqumo esijwayelekile nombolo 2 (kubandakanya isihumusho, sokwenza lula ukubona, esikhomba izichibiyelo ezilandelelwe kuSivumelwano Sobudlelwano esiikhona) sikhona kuwebhusayithi yeNkampani ku-https://www.mtnzakhelefuthi.co.za/ futhi sinesihloko esithi "Isivumelwano Sobudlelwano – Izichibiyelo zika-2019". Lesi sihumusho seSivumelwano Sobudlelwano siyatholakala futhi emahhovisi onobhala bokudlulisela beNkampani kanye naku-ejenti yezokuxhumana yabanikazi bamasheya, okuyi-Nedbank Limited, esebenza ngeyunithi yayo yoKuphathwa Kwesikimu Samasheya, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 (okungaxhunyanwa nayo ku- +27 83 900 6863).

Iphesenti lamalungelo okuvota elidingekayo esinqumeni esiyisipesheli nombolo 2 okufanele lamukelwe kufanele (i) isinqumo esiyisipesheli ngaphansi koMthetho Wezinkampani 71 ka-2008, njengoba uchitshiyelwe, u-75% wamalungelo okuvota asetshenziswa esinqumeni esiyisipesheli nombolo 2 yibo bonke abanikazi bamasheya eNkampanini (onke amakilasi avotayo), futhi ukwengeza (ii) okungenani ama-65% wamalungelo okuvota asetshenziswa esinqumeni esiyisipesheli nombolo 2 ngabanikazi bamasheya ajwayelekile eNkampanini. Ukwengeza ngenhla, imvume yenkontilaki yabo bobabili i-ejenti yabanikazi bamasheya akhethwayo eNkampani kanye no-MTN kuzodingeka ngezinhloso zalezi zichibiyelo ze-MOI.

2.9 Isinqumo esiyisipesheli nombolo 3

Ukuvunywa kosizo lwezimali oluhlinzekwa yiNkampani

"Kwanqunywa ukuthi, kangangoba kudingwa yisigaba 44 soMthetho Wezinkampani 71 ka-2008, njengoba uchitshiyelwe, ibhodi yeNkampani, kuncike ekuhambisaneni nezidingo zoMthetho Wezinkampani 71 ka-2008, njengoba uchitshiyelwe kanye ne-MOI, njengoba uchitshiyelwe, ungagunyaza iNkampani ukuthi ihlinzeke usizo lwezimali oluqondile nola olungaqondile ngendlela yemalimboleko, isiqinisekiso, ukuhlinzeka ukuvikeleka, noma ngenye indlela kunoma yimuphi umuntu (kubandakanya ngaphandle komkhawulo kunkampani noma enhlanganweni ehlobene noma engaphandle, noma elungwini lenhlanganao ehlobene noma engaphandle, noma kumuntu ohlobene nanoma iyiphi inkampani noma inhlangano enjalo, noma ku-JSE kanye/noma nanoma yimuphi omunye umuntu ohlanganyela ekufakweni kwamasheya eNkampani ajwayelekile ku-JSE Limited ("**JSE**")) ngenhloso yokuxhumana nokutholakala kwamasheya ajwayelekile eNkampanini kulandela ukuxhumana nokufakwa kwamasheya ajwayelekile eNkampani ku-JSE ("**JSE Listing**"), leso siphathimandla ukuthi sibekezele isikhathi esiyiminyaka emibili kusukela ngosuku lwesinqumo".

2.9 Isinqumo esiyisipesheli nombolo 3 (kuyaqhutshwa)

Ukuvunywa kosizo lwezimali oluhlinzekwa yiNkampani

Isinqumo esiyisipesheli nombolo 3 sigunyaza ibjodi yeNkampani ukuthi inike ukuxolela kanye/noma olunye usizo lwezimali kunanoma yimuphi umuntu, kubandakanya kodwa kungenamkhawulo ku-JSE, abahlanganyeli bezimakethe ezifanele (kubandakanya amalungu e-JSE, abanikazi bamasheya ababhalisile bamasheya ajwayelekile eNkampanini, abahlanganyeli abadiphoze izimali zabo ekuvikelekeni okubalulekile kanye/noma abakhulumeli abafanele) kanye nabahlinzeki bemisebenzi abangabanye abantu, maqondana noKufakwa ku-JSE, kanjalo nokuqhuba umsebenzi noma ukuxhasa ngemali izindleko maqondana noKufakwa ku-JSE, okungaholela ekutheni iNkampani ihlinzeke usizo lwezimali oluqondile noma olungaqondile ngokusho kwesigaba 44 soMthetho Wezinkampani , 71 ka-2008, njengoba uchitshiyelwe, maqondana nokutholakala kwamasheya ajwayelekile eNkampanini kulandela Ukufakwa ku-JSE. Isinqumo esingenhla sigunyaza ibhodi yeNkampani ukuthi inike lolo lusizo lwezimali olungaba khona, kuncike ekuhambisaneni nezidingo ze-MOI kanye noMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, nanokuncika futhi kwenye imvume yenkontileka edingekayo kubo bobabili i-ejenti yabanikazi bamasheya bamasheya akhethwayo eNkampani kanye ne-MTN.

Iphesenti lamalungelo okuvota elidingekayo kusinqumo esiyisipesheli nombolo 3 okufanele lamukelwe kufanele kube (i) njengesinqumo esiyisipesheli ngaphansi koMthetho Wezinkampani 71 ka-2008, njengoba uchitshiyelwe, u-75% wamalungelo okuvota osetshenziswa esinqumeni esiyisipesheli nombolo 3 yibo bonke abanikazi bamasheya eNkampanini (onke amakilasi avotayo), futhi ukwengeza (ii) okungenani ama-65% amalungelo okuvota asetshenzisiwe kusinqumo esiyisipesheli nombolo 3 yibo bonke abanikazi bamasheya eNkampanini.

Isikhathi sokusebenza kwezinqumo

Ngaphandle uma kushiwo ngenye indlela, zonke izinqumo zizosetshenziswa ngokushesha uma sezigunyaziwe ngabanikazi bamasheya abaningi okudingekayo ukuthi bazisebenzise. Kodwa-ke, maqondana nesinqumo esijwayelekile nombolo 6 kanye nesinqumo esiyisipesheli nombolo 2, lezo zinqumo, kangangoba kudingwa yi-MTN, zizosebenza uma sezigunyazwe ngabanikazi bamasheya e-MTN.

Izinqubo zokuvota

Zonke izinqumo ezishiwo kulesi saziso kudingeka ukuthi zivotelwe ngokhetho futhi angeke kunqunywe ngokukhombisa izandla.

Inkampani inenombolo enkulu yabanikazi bamasheya futhi kungenzeka ukuthi bnke beze emhlanganweni oshiwo kulesi saziso. Ukubona lokhu, nangokuthi ekuvoteleni izinqumo ku-AGM yeNkampani kuthathwa njengokubalulekile kakhulu, ukuvotela zonke izinqumo okhethweni kucabanga ngezifiso zalabo banikazi bamasheya abangakwazi ukuza emhlanganweni siqu, kodwa abagcwalise ifomu lommeleli, kubandakanya nanoma yimuphi ummeleli ogcwalise ngokusebenzisa iplatifomu yommeleli nge-inthanethi. Ukuvota endaweni yokuvota nakho kubhekela inombolo yamasheya aphethwe umnikazi wamasheya ngamunye, ibhodi likholwa wukuthi yinqubo yokubusa kwentando yeningi kakhulu. Ngokufanele, zonke izinqumo ezishiwo kulesi saziso kuzophakanyiswa ukuthi kuvotwe endaweni yokuvota.

Ukuvota ku-AGM kuzokwenziwa nge-elekthronikhi. Into yokuvota ye-elekthronikhi izohanjiswa ngaphambi kokuqala umhlangano kuwo bonke abanikazi bamasheya abeza siqu nabafanele ukuvota. Onobhala bazokhomba ubunikazi bamasheya bomnikazi wamasheya ngamunye ukuze inombolo yamavoti umnikazi wamasheya ngamunye anawo emhlanganweni izoxhunywa enombolweni yamavoti umnikazi wamasheya ngamunye uzokwazi ukusebenzisa isisetshenziswa se-elekthronikhi. Abanikazi bamasheya abaqede futhi babuyisa amafomu ngeplatifomu yommeleli we-inthanethi angeke kudingeke ukuthi bavote besebenzisa isisetshenziswa emhlanganweni ngaphandle uma befuna ukushintsha ivoti labo.

Abameleli

Umnikazi wamasheya onelungelo lokuya futhi avote emhlanganweni unelungelo lokuqoka ummeleli ukuthi aye, ahlanganyele futhi avote emhlanganweni endaweni yakhe. Ummeleli udinga naye ukuthi abe ngumnikazi wamasheya eNkampani kodwa kufanele kube ngumuntu ngamunye.

Ifomu lokumelela, lapho okushiwo khona imiyalelo efanele yokugcwaliswa kwalo, lifakiwe ukuze lisetshenziswe ngabanikazi bamasheya abafisa ukuqoka ummeleli. Into egcwaliswe ngendlela efanele yokuqoka ummeleli kanye negunya, uma kukhona, okufanele ifakwe ngabanikazi bamasheya ngonobhala bokudlulisela beNkampani ekhelini, inombolo yefeksi noma ikheli le-imeyili elinikwe ngezansi noma nini ngaphambi komhlangano kanti abanikazi bamasheya kucelwa ukuthi bafake yonke imibhalo enjalo engakedluli u-08:00 (isikhathi saseNingizimu Afrika) ngomhla ka-17 Meyi 2019.

Isaziso somhlangano ojwayelekile wonyaka *kuyaqhutshwa*

sonyaka ophele ngomhla ka-31 Disemba 2018

Ukuhlanganyela nge-elekthronikhi

Abanikazi bamasheya bangahlanganyela (kodwa bangavoti) nge-elekhtronikhi ku-AGM, ngokuhambisana nokuhlinzeka koMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe. Abanikazi bamasheya abafisa ukuhlanganyela ngokwe-elekthronikhi ku-AGM kudingeka ukuthi balethe isaziso esibhaliwe eNkampanini emahhovisi onobhala bokudlulisela beNkampani kanye ne-ejenti yokuxhumana yabanikazi bamasheya, okuyi-Nedbank Limited, benza ngokusebenzisa iyunithi yayo yebhizinisi yoKuphatha Isikimu Samasheya, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 (kumakelwe ukuthi kubonwe ngu-Rosalind Friedericksen) engakedluli u-09:00 ngoMsombuluko, mhla ka-6 Meyi 2019 ukuthi bafisa ukuhlanganyela ngokuxhumana kwe-elekthronikhi ku-AGM ("**isaziso se-elekthronikhi"**). Izindawo zokusiza ngomhlangano ngethelefoni kuzoba khona ngale nhloso, futhi kungafinyelelwa ngezindleko zabanikazi bamasheya. Ukuze isaziso se-elekhtronikhi sibe semthethweni kufanele sibe nalokhu:

(a) uma umnikazi wamasheya kungumuntu ngamunye, ikhophi eqinisekisiwe kamazisi wakhe kanye/noma ipasiphothi;

(b) uma umnikazi wamasheya kungesiyena umuntu oyedwa, ikhophi eqinisekisiwe yesinqumo senhlangano efanele kanye nekhophi eqinisekiswe yezincwadi zomazisi kanye/noma amapasiphothi abantu abaphasise isinqumo esifanele, leso sinqumo kufanele sisho ukuthi ngubani ovela enhlanganweni efanele ogunyaziwe ukumelela inhlangano efanele ekuxhumaneni nge-elekthronikhi ku-AGM; kanye

(c) ikheli le-imeyili elifanele kanye/noma inombolo yefeksi (ikheli/inombolo yokuxhumana).

Inkampani kufanele isebenzise imizamo ekahle ngo-09:00 noma ngaphambi kwakhe ngoLwesibili, mhla ka-14 Meyi 2019, ukwazisa umnikazi wamasheya, olethe isaziso se-elekthronikhi esifanele, ekhelini/enombolweni yayo yokuxhumana, ngemininingwane efanele umnikazi wamasheya angahlanganyela ngayo ngokuxhumana kwe-elekthronikhi.

Ngomyalelo webhodi

Sindisiwe Mabaso-Koyana
uSihlalo: Ibhodi yabaqondisi

15 Ephreli 2019

Ikheli lebhizinisi kanye nehhovisi elibhalisiwe

135 Rivonia Road
Sandown
Johannesburg
2193

Onobhala bokudlulisela kanye nokuxhumana kwabanikazi bamasheya

I-Nedbank Limited, ngokusebenzisa iyunithi yebhizinisi yoKuphatha Umsebenzi Wesikimu Samasheya
(Inombolo yokubhalisa: 1951/000009/06)
135 Rivonia Road
Sandown
Johannesburg, 2193
Ucingo: +27 83 900 6863
Imeyili: ssa-zakhelefuthi@Nedbank.co.za

AMANOTHI ACHAZAYO NGEZINQUMO EZIPHAKANYISWE EMHLANGANWENI OJWAYELEKILE WONYAKA WENKAMPANI

onyaka ophele ngomhla ka-31 Disemba 2018

Nganoma yiluphi usizo noma ulwazi, sicela ufonele i-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi yoKuphatha Umsebenzi Wesikimu Samasheya ku+27 83 900 6863.

Ukukhethwa futhi komqondisi ngokuthatha umhlalaphansi ngokushintshaniswa ku-AGM - isinqumo esijwayelekile nombolo 1

Isizathu sesinqumo esijwayelekile esiphakanyisiwe nombolo 1 wukuqinisekisa, ngokuhambisana nesigatshana 24 sememorandamu yokuhlanganyela yeNkampani ukuqokwa komqondisi oqokwe yibhodi okungesiyena Umqondisi Oqokwe yi-MTN (njengoba kuchaziwe kusigatshana 24.3 sememorandamu yokuhlanganyela yeNkampani) kanye nokukhetha futhi, ngokuhambisana nesigatshana 24.8 sememorandamu yokuhlanganyela yeNkampani ukugcwalisa isikhala esisodwa, njengoba kudingeka ngaphansi kwesigaba 68(2) soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, u-Grant Gelink njengomqondisi weNkampani, njengoba u-Grant Gelink esethathe umhlalaphansi ngokushintshaniswa ngokwememorandamu yokuhlanganyela yeNkampani nokuthi yena ekulungele ukukhethwa nokuphinde ekhethwe. Imininingwane ngempilo yomqondisi othatha umhlalaphansi ozinikele ukuphinde akhethwe ishiwo ekhasini 2.

Kuphawuliwe ukuthi Abaqondisi Abaqokwe u-MTN wuSindisiwe Mabaso-Koyana (owusihlalo futhi webhodi yabaqondisi) kanye noSonja De Bruyn.

Ukukhethwa futhi kwekomiti lokucwaninga amabhuku - izinqumo ezijwayelekile izinombolo 2 ukuya ku-4

NgokoMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, ikomiti lokucwaninga amabhuku yikomiti elikhethwe ngabanikazi bamasheya ku-AGM ngayinye.

NgokweZimiso Zomthetho Wezinkampani, okungenani okukodwa kokuthathu kumalungu ekomiti lokucwaninga amabhuku leNkampani noma nini kufanele libe neziqu zemfundo, noma ulwazi kwezomnotho, kwezokuphatha izinkampani, ezezimali, ezokucubungula amabhuku ezimali, ezohwebo, ezezimboni, ezezindaba zomphakathi noma kwezokuphathwa kwabasebenzi.

Ibhodi izibhekile iziqu kanye nolwazi lwamalungu amanje ekomiti lokucwaninga amabhuku futhi licabanga ukuthi amalungu amanje ekomiti lokucwaninga amabhuku kufanele liqhubeke kulawo maqhaza ngonyaka wezimali ophela ngomhla ka-31 Disemba 2018 nasekuphethweni kwe-AGM elandelayo, kuncike okhethweni olwenziwa ngabanikazi bamasheya, njengoba kuphakanyiswe kuzinqumo ezijwayelekile eziwunombolo 2 ukuya ku-4.

Ukuvunywa kokuqokwa futhi kwabacwaningimabhuku bangaphandle - isinqumo esejwayelekile nombolo 5

Ngokuhambisana nesigaba 90 soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, i-SizweNtsalubaGobodo Inc. kuphakanyisiwe ukuthi iphinde iqokwe futhi njengabacwaningi bamabhuku ngonyaka wezimali ophela mhla ka-31 Disemba 2018 kuze kube nasekuphethweni se-AGM elandelayo.

Izichibiyelo eziphakanyiswayo kuSivumelwano Sobudlelwano – isinqumo esijwayelekile nombolo 6

Isinqumo esijwayelekile nombolo 6 singaba nomphumela wokugunyaza izichibiyelo eziphakanyiswayo kuSivumelwano Sobudlelwano esivele sesikhona. Izindikimba ezibalulekile, izigatshana ezithintekile (ngaphandle kwezichibiyelo zokubhalwa kwamagama ezincane) kanye nencazelo emfishane yokuqukethwe kwezichibiyelo eziphakanyiswayo ezishiwo ethebulini elingezansi:

Inombolo yento	Indikimba	Isi(zi)gatshana esi(zi)thintekile	Okuqukethwe
1.	Ukuqokelwa kwamagama kuBhodi yeNkampani	15	Lesi sigatshana esithintekayo esikhundleni saso sonke kufakwe okunye ukuze kususwe ilungelo le-MTN lokuqoka abaqondisi ngokuqondile kubhodi yeNkampani kanye nokugodla izindawo ezi-2 zalelo Bhodi okufanele ligcwaliswe abantu abakhethwe yi-MTN **(Izindawo Ezigciniwe**). Ngokuphasiswa kwesinqumo esijwayelekile nombolo 6, i-MTN, ngeSikhathi se-BIC2 Empowerment Compliance (njengoba sichazwe kuSivumelwano Sobudlelwano), angeke isaba nelungelo lokuqoka abaqondisi ngqo kuBhodi kodwa kunalokho bazoba nelungelo lokunikeza ukuqokela amagama amabili kuBhodi, uma leyo Bhodi iwavuma amakhandidethi aphakanyisiwe, izoqokalabo bantu kuBhodi ukuthi bagcwalise izikhala ezifanele noma Izikhundla Ezibekiwe (njenboa kuchaziwe kuSivumelwano Sobudlelwano) (**Abaqondisi Abaqokwe yi-MTN).** Abaqondisi Abaqokwe yi-MTN bazomela ukuqinisekiswa ngokuhambisana nokuhlinzekwa yi-MOI yeNkampani ku-AGM elandelayo yabanikazi bamasheya eNkampani.

2.	Isichibiyelo seSivumelwano Sobudlelwano	18.1.2	Lesi sigatshana esithentekile sichitshiyelwe ukuze kuhlinzekwe i-MTN kanye ne-MTN Zakhele Futhi ngokukwazi ukunquma iphesenti lamalungelo okuvota angaphezu kuka-65% noma nanoma yisiphi esinye isisekelo sokuchibiyela Isivumelwano Sobudlelwano. I-MTN kanye ne-MTN Zakhele Futhi njengamanje banelungelo lokuchibiyela Isivumelwano Sobudlelwano ngokusayina umbhalo ofaka nanoma yisiphi isichibiyelo esinjalo esivunywe yisinqumo esiphasisiwe emhlanganweni oseceleni wabanikazi bamasheya eNkampani, kulowo mhlangano, abanikazi bamasheya abakhona noma abamelelwe nabangasebenzisi ngaphansi kuka-65% wamavoti asebenzisekayo maqondana namasheya ajwayelekile eNkampani kulowo mhlangano ovotelwe maqondana naleso sinqumo. Ukuze uqinisekise ukuguquguquka esimweni soKufakwa ku-JSE kanye nokuthi kuphasiswe isinqumo esijwayelekile nombolo 6, ngaphezu komngcele ka-65% uchitshiyelwe ukukhombisa umngcele ka-65% wamavoti asebenzisekayo maqondana namasheya ajwayelekile eNkampani kulowo mhlangano, noma iphesenti eliphezulu kanjalo noma esisekelweni se-MTN kanye neNkampani kungenzeka ivume ngokubhala ngezikhathi ezahlukene.

Sicela wazi ukuthi isihumusho esiphelele sezichibiyelo kuSivumelwano Sobudlelwano kufanele sifundwe sonke ukuze kuzwakale okuqukethwe. Ikhophi ephelele yeSivumelwano Sobudlelwano, kubandakanya zonke lezo zichibiyelo (kubandakanya isihumusho, ukuze kube lula ukukhomba, ikhomba lezo zichibiyelo esakhiweni sombhalo esilandelelwe kuSivumelwano Sobudlelwano esivele sesikhona), uyatholakala kuwebhusayithi yeNkampani ku-https://www.mtnzakhelefuthi.co.za/ kanye nesihloko "**Isivumelwano Sobudlelwano - Izichibiyelo zika-2019**". Lesi sihumusho seSoiovumelwano Sobudlelwano siyatholakala futhi emahhovisi onobhala bokudlulisela beNkampani kanye ne-ejenti yezokuxhumana yabanikazi bamasheya, okuyi-Nedbank Limited, esebenzisa iyunithi yebhizinisi loKuphatha Isikimu Samasheya, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 (ubani okungaxhunyanwa naye e-+27 83 900 6863).

Umholo okhokhelwa abaqondisi - isinqumo esiyisipesheli nombolo 1

Ngokwezigaba 66(8) no-(9) yoMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, umholo ungakhokhwa kuphela kubaqondisi ngesevisi yabo njengabaqondisi ngokuhambisana nesinqumo esiyisipesheli esigunyazwe ngabanikazi bamasheya eminyakeni emibili edlule futhi uma kungavinjiwe ngokwememorandamu yokufakwa yenkampani.

Ngokwesigatshana 26.1 sememorandamu yokufakwa yeNkampani, abaqondisi banelungelo kulowo mholo njengabanikazi bamasheya beNkampani emhlanganweni ojwayelekile ngezikhathi ezahlukene kunqume, kodwa kuncike emikhawulweni ezindlekweni zokuphathwa komsebenzi ezisebenza eNkampanini ngaphansi kwesigatshana 3 kuSithasiselo A, kanye neMibhalo Yethranzekshini (njengoba kuchazwe yimemorandamu yokufakwa yeNkampani).

Ukwengeza, ngokwesigatshana 26.2 sememorandamu yokufakwa yeNkampani, abaqondisi kufanele bakhokhelwe izindleko ezikahle ngokuhamba (kubandakanya amahhotela) ukuya nokubuya emihlanganweni yabaqondisi kanye nabanikazi bamasheya, kanye namalungu amakomiti ebhodi kufanele abe nelungelo kuzo zonke izindleko ezikahle ekuhambeni (kubandakanya amahhotela) ukuya nokubuya emihlanganweni yamalungu amakomiti ebhodi.

Isinqumo esiyisipesheli nombolo 1 siphakanyisiwe ukuze kuhanjiswane nezidingo zoMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe kanye nememorandamu yokufakwa yeNkampani. Amazinga ashiwo kulesi sinqumo esiyisipesheli nombolo 1 sikhethelwe ukuqinisekisa ukuthi umholo wabaqondisi uhlala uncintisana ukuze uvumele iNkampani ukuthi igcine futhi ihehe abantu bezinga elithile, abanokwazi okufanele, amakhono kanye nolwazi oludingekayo ukuze bafake isandla ngendlela enomqondo eNkampanini.

Amanothi achazayo izinqumo eziphakanyisiwe emhlanganweni ojwayelekile wonyaka weNkampani *kuyaqhutshwa*

Onyaka owaphela ngomhla ka-31 Disemba 2018

Izichibiyelo eziphakanyisiwe kumemorandamu yokuhlanganyela kweNkampani - isinqumo esiyisipesheli nombolo 2

Isinqumo esiyisipesheli nombolo 2 besizoba nomphumela wokuchibiyela imemorandamu yokuhlanganyela yeNkampani kanye nokufaka esikhundleni sayo i-MOI Entsha. Okwenza umqondo kwezichibiyelo eziphakanyisiwe kushiwo ku-MOI entsha (i) wukwenza ngcono izindaba zokubusa kanye nokuzimela kweNkampani ku-MTN, (ii) ukufaka ulwazi olusha ku-MOI ukuthi lucishe kakhulu luqondane nalokho futhi luqalise okuhlinzekwe wuMthetho Wezinkampani (iii) ukuqondanisa i-MOI nezichibiyelo kuSivumelwano Sobudlelwano; (iv) nokwenza izinguquko ezilandelayo kanye nokunye, izichibiyelo ezincane. Izimpawu ezizbalulekile zezichibiyelo eziphakanyisiwe ezishiwo ku-MOI Entsha zibandakanya, phakathi kokunye:

A. Abaqondisi kanye namalungelo ahambisana nabo

(i) ukususwa kwelungelayo elivimbelayo le-MTN maaqondana nesimemezelo kanye nokukhokhelwa yiNkampani kwezinhlukaniselwano zabanikazi bamasheya ayo ajwayelekile lapho izinhlukaniselwano ezinjalo zizoba khona ukuthi zimenyezelwe futhi zikhokhelwe yiNkampani kulandela okuphambili ohlwini lwezinkokhelo kuSijobelelo A se-MOI;

(ii) ushintsho ohlelweni lokuqokwa kwebhodi efana ne-MTN angeke lusaqoka abaqondisi aba-2 ebhodini yeNkampani, kodwa kunalokho kuzohlinzekwa abaqokiwe kulezo zikhundla ebhodini yeNkampani, uma leyo bhodi ivuma amakhandidethi aphakanyisiwe, aqoka labo bantu kubhodi ukuthi bagcwalise izikhala ezifanele. Abaqondisi abaqokiwe ("**Abaqondisi Abaqokiwe be-MTN** " (esikhathini esedlule, " **Abaqondisi Abaqokiwe be-MTN**")) bazomela ukuqinisekiswa ngabanikazi bamasheya beNkampani ku-AGM elandelayo, futhi bazothatha umhlalaphansi ngokushintshanisa ngendlela efanayo njengabanye abaqondisi beNkampani. I-MTN usazoba nelungelo lokususa Abaqondisi Abaqokiwe be-MTN, nokuqoka abanye ezikhundleni zabo ngokuhambisana nohlelo olushiwo ekuhlinzekeni okufanele; futhi

(iii) Abaqondisi Abaqokwe yi-MTN angeke babe nanoma yimaphi amalungelo ayisipesheli/ anqabelayo kubhodi yeNkampani. Umqondisi Oqokiwe we-MTN angeke-ke kusadingeka ukuthi abe khona ukuzokwakha ikhoramu, noma ukwenza ngcono izinqumo zebhodi ezithile, futhi usihlalo angeke kusadingeka ukuthi kube uMqondisi Oqokiwe we-MTN.

B. Okujwayelekile

Ukufaka ulwazi olusha ku-MOI ukuthi liqondane kakhulu futhi leqalise ukusebenza ezintweni ezihlinzekwe wuMthethi Wezinkampani (okungukuthi ukuhlinzekela ngefomu lokuqoka ummeleli kanye/noma amandla ommeli noma esinye isiphathimandla sezinhloso zokuhlanganyela kunanoma yimuphi umhlangano wabanikazi bamasheya beNkampani okufanele udilivwe eNkampanini noma nini ngaphambi kokuthi ummeleli asebenzise nanoma yimaphi amalungelo omnikazi wamasheya onelungelo lokuvota emhlanganweni wabanikazi bamasheya nokuqondanisa i-MOI nezichibiyelo zeSivumelwano Sobudlelwano.

Izindikimba ezinkulu, izigatshana ezithintekile (ngaphandle kwezichibiyelo zokubhaleka kwamagama ezincane) futhi nencazelo emfushane yokuqukethwe kwezichibiyelo eziphakanyisiwe ku-MOI ishiwo kuthebuli elingezansi.

Inombolo yento	Indikimba	Isi(zi)gatshana esi(zi)thintekile	Okuqukethwe
Ikhasi eliyikhava			
1.	Usuku lwe-MOI Entsha	Ikhasi eliyikhava	Ikhasi eliyikhava lichitshiyelwe ukukhombisa ukuthi i-MOI yasekuqaleni yamukelwa yisinqumo esiyisipesheli esaphasiswa ngomhla ka-9 Agasti 2016 futhi esikhundleni saso kufakwe i-MOI Entsha.

Amanothi achazayo kuzinqumo eziphakanyiswe emhlanganweni wonyaka ojwayelekile weNkampani *kuyaqhutshwa konyaka owaphela ngomhla ka-31 Disemba 2018*

A. Umqondisi kanye namalungelo ahambisana nawo			
2.	Amalungelo okuqoka abaqondisi bakwa-MTN	• 1.3.13; • 2.1.9; • 24.2; • 24.3; • 24.4; • 24.5; • 24.6; • 24.7; • 24.8; • 24.9; • 24.15; • 29.2.	Lezi zigatshana ezithintekayo zichitshiyelwe ukuze kususwe ilungelo le-MTN lokuqoka abaqondisi ngokuqondile kuBhodi leNkampani ("**Ibhodi**") kanye nokubeka izindawo ezi-2 kuBhodi okufanele zigcwaliswe ngabantu abaqokwe yi-MTN **(Izikhundla Ezibekiwe**). Kuncike ekuphasisweni kwesinqumo esiyisipesheli nombolo 2, i-MTN, ngesikhathi soKuhambisana Nokunikezwa Amandla i-MTN Zakhele Futhi, angeke isaba nelungelo lokuqoka abaqondisi ngokuqondile kuBhodi yeNkampani kodwa kunalokho ingaba nelungelo lokuhlinzeka amagama abaqokiwe ama-2 kuBhodi, uma leyo Bhodi iwavuma amakhandidethi aphakanyisiwe, ezobe seyiqoka labo bantu kuBhodi ukuthi bagcwalise isikhala esifanele noma Indawo Ebekiwe (**Äbaqondisi Abaqokwe yi-MTN)**. Abaqondisi Abaqokwe yi-MTN bazomela ukuqinisekiswa ngabanikazi bamasheya beNkampani ku-AGM elandelayo, futhi kuzoncika ekuthatheni umhlalaphansi ngokuzungeziswa ngendlela efanayo njengabanye abaqondisi beNkampani.
3.	Ukuqokwa kukasihlalo weBhodi	• 24.4.1; • 32.9.	Lezi zigatshana ezithintekile zichitshiyelwe ukuze kususwe isidingo sokuthi usihlalo weBhodi kube ngomunye waBaqondisi Abaqokwe wu-MTN. Ngenxa yokuphasiswa kwesinqumo esiyisipesheli nombolo 2, abaqondisi kungenzeka baqoke nanoma yimuphi omunye wamalungu ebhodi ofisayo nowaziyo ukuba wusihlalo ukuthi abe wusihlalo webhodi futhi isho isikhathi lowo muntu azoba sehhovisi ngaso kanjalo.
4.	Ukususwa noma ukuqedwa kwehhovisi njengomqondisi noma umqondisi wokushintshanisa	• 25.1.2; • 25.1.6; • 25.1.8.	Lezi zigatshana ezithintekile zichitshiyelwe ukuze zifake kanye/noma zivumele ukususwa kwaBaqondisi Abaqokwe wu-MTN kubhodi (i) ngesicelo esibhaliwe sabo bonke abanye abaqondisi; noma (ii) iBhodi, uma kunabaqondisi abangaphezu kwaba-3 futhi iBhodi isho ukuthi akasakwazi ukusebenza lowo Muntu akasakwazi ukwenza imisebenzi yakhe njengomqondisi, futhi angeke kwenzeke ukuthi aphinde abe nawo amandla esikhathini esikahle, kanti uMqondisi noma uMqondisi Oshintshanisayo ubengavunyelwe ukufaka isicelosokubukeza noma usifakile leso sicelo kodwa inkantolo ayikakuqinisekisi ukususwa (yingasiphi isikhathi azomiswa ngaso) *(uma etholakele noma eba nomqondo ongaphilile)*; noma (iii) isinqumo esijwayelekile sabanikazi bamasheya beNkampani.
5.	Ilungelo lokwenqaba le-MTN maqondana nezinqumo ezithize zeBhodi	• 28.2; • 28.3; • 28.5; • 29; • 30; • 32.10.	Lezi zigatshana ezithintekile zichitshiyelwe ukususa amalungelo okwala e-MTN maqondana nezinqumo zeBhodi ezishiwo ngaphansi kwalezo sigatshana.
6.	Isidingo sekhoramu semihlangano yeBhodi	• 32.7; • 32.15.	Lezi zigatshana zithentekile ukuze kususwe isidingo sokuthi (i) okungenani oyedwa waBaqondisi Abaqokwe wu-MTN kufanele abe khona emhlanganweni weBhodi ukuze kuhlangatshezwane nekhoramu; (ii) isinqumo sokujikelezisa ukuthi siphasiswe, okungenanai oyedwa waBaqondisi Abaqokwe wu-MTN kufanele bavote ekuqinisekisweni. Ngenxa yokuphasiswa kwesinqumo esiyisipesheli nombolo 2, ikhoramu yomhlangano wabaqondisi yinanoma yabaphi Abaqondisi ababili abakhona futhi abavota kuwo wonke umhlangano. Ngokufanayo, nanoma yibaphi Abaqondisi ababili abavota esinqumeni somjikelezo bangasiphasisa isinqumo.

7.	Ukuvota kwaBanikazi bamasheya Abakhethiwe emihlanganweni ejwayelekile	• 21.10; • 2.6.2.3 (Isijobelelo A).	Lezi zigatshana zichitshiyelwe ukuze kucaciswe izinto ezihlinzekiwe ezithize ezivele sezikhona maqondana namalungelo okuvota abanikazi baasheya akhethiwe eNkampanini, kubandakanya okuhlinzekiwe ukuze noma nini uma isinqumo esiyisipesheli seNkampani siphakanyisiwe ngokwesigatshana 2.6.1.5 seSijobelelo A se-MOI, ngaphandle uma esisodwa sezinye isimo esishiwo kusigatshana 2.6.1 seSijobelelo A sesivele sikhona (esivumela abanikazi bamasheya akhethiwe eNkampanini ukuthi bavote emhlanganweni ojwayelekile wabanikazi bamasheya beNkampani), abanikazi bamasheya akhethiwe eNkampanini bazoba nelungelo lokusebenzisa inombolo yonke yamavoti ashiwo kusigatshana 2.6.2.3 seSijobelelo A kuphela maqondana naleso sinqumo esiyisipesheli.
8.	Isichibiyelo ezintweni ezihlinzekelwe Ukuhamba Phambili Ohlwini Lwezinkokhelo kanye noKususwa kwelungelo lokwala le-MTN maqondana nokukhokhwa kwezinhlukaniselwano	• 1.3.129(A) (Isijobelelo A); • 3.1.6 (Isijobelelo A); • 3.1.9 (Isijobelelo A).	Lesi sigatshana sifakwe ukuze sihloinzeke incazelo" **yeSilinganiso Sokukhava Samasheya Okukhokha Ayinhlukaniselwano**" ngezinhloso zezigatshana 3.1.6 and 3.1.9. Lezi zigatshana ezithintekile zichitshiyelwe ukuze kususwe ilungelo lokwala le-MTN maqondana nokukhokhwa kwezinhlukaniselwano kubanikazi bamasheya baMasheya Ajwayelekile e-MTN Zakhele Futhi; kuya ngokuthi Isilinganiso Sekhava Yamasheya Enkokhelo Yenhlukaniselwano kuhlangatshezwene yini naso futhi akanazigameko zangempela noma okungenzeka zivusengaphansi kwemibhalo elawula amasheya akhethwayo akhishwe yiNkampani futhi akukho okungenzeka ngempela noma kufane okukahle kwalezo zigameko ezivusayo okungahle kwenzeke.
9.	Isichibiyelo Kokuphambili Ohlwini Lwezinkokhelo kanye noKuhamba Phambili Ohlwini Okuyisipesheli sokuhlinzekelwe Izinkokhelo	• 3.1.8.1 (IsijobeleloA) • 3.2.5.1 (Isijobelelo A)	Lesi sigatshana esithintekile sichitshiyelwe ukuze sihlinzekele ukwamukeleka ngokuzenzekelayo yi-MTN komnikelo ofunwa kanye/noma ukubhalisela Isigaba soku-1 se-MTN saMasheya Okubhalisa Engeziwe (njengoba kuchaziwe ku-MOI), ngaphandle uma umnikelo waliwe ngokubhala yi-MTN, okhethweni lwayo.
B.	**OKUJWAYELEKILE**		
10.	Ifomu lokuqoka ummeleli kanye namandla ommeli noma esinye isiphathimandla	21.28	Lesi sigatshana sichitshiyelwe ukuze kufakwe ulwazi olusha ku-MOI ukuthi kuqondaniswe kakhulu futhi kuqalise izinto ezihlekiwe zoMthetho Wezinkampani maqondana nokuqokwa kwabameleli. Umphumela walesi sigatshana esichitshiyelwe wukuhlinzeka ngefomu lokuqoka ummeleli kanye namandla ommeli noma esinye isiphathimandla ukuthi kudilivwe eNkampanini noma nini ngaphambi kokuthi ummeleli asebenzise nanoma yimaphi amalungelo oMnikazi onelungelo lokuvota emhlanganweni wabanikazi bamasheya.

11.	Isichibiyelo seSivumelwano Sobudlelwano kanye/noma ukuhlinzeka kweSivumelwano Sobudlelwano okufakwe ku-MOI.	10.4.3	Lesi sigatshana esithintekile sichitshiyelwe ukuze kuqondaniswe izidingo zokuchibiyela okuhlinzekiwe kweSivumelwano Sobudlelwano okufakwe ku-MOI nezidingo eziseSivumelwaneni Sobudlelwano, njengoba sichitshiyelwe. I-MTN kanye ne-MTN Zakhele Futhi njengamanje banelungelo lokuchibiyela Isivumelwano Sobudlelwano ngokusayina umbhalo ofaka nanoma yisiphi isichibiyelo esinjalo esivunywe yisinqumo esiphasisiwe emhlanganweni oseceleni wabanikazi bamasheya eNkampani, kulowo mhlangano, abanikazi bamasheya abakhona noma abamelelwe nabangasebenzisi ngaphansi kuka-65% wamavoti asebenzisekayo maqondana namasheya ajwayelekile eNkampani kulowo mhlangano ovotelwe maqondana naleso sinqumo. Ukuze uqinisekise ukuguquguquka esimweni soKufakwa ku-JSE kanye nokuthi kuphasiswe isinqumo esijwayelekile nombolo 6, ngaphezu komngcele ka-65% uchitshiyelwe ukukhombisa umngcele ka-65% wamavoti asebenzisekayo maqondana namasheya ajwayelekile eNkampani kulowo mhlangano, noma iphesenti eliphezulu kanjalo noma esisekelweni se-MTN kanye neNkampani kungenzeka ivume ngokubhala ngezikhathi ezahlukene.

Njengoba kudingwa yi-MOI yeNkampani, izichibiyelo eziphakanyisiwe zithole (noma zizothola, ngaphambi kosuku lwale AGM, zitholile) imvume ebhalwe ngaphambili ye-MTN kanye ne-Nedbank Limited (esebenza ngeNkampani yayo kanye neNgxenye Yebhange Yokutshala Izimali), ngamandla ayo njenge-Ejenti Yamasheya Akhethwayo. Kodwa-ke, yazi ukuthi lesi sinqumo sincike kumbandela wokuthi, ngokudingwa wu-MTN, izichibiyelo ku-MOI ezisesinqumeni esiyisipesheli nombolo 2 (noma nanoma iyiphi ingxenye yalezo zichibiyelo, njengoba kungaba njalo), kugunyazwe ngabanikazi bamasheya bakwa-MTN emhlanganweni ojwayelekile.

Sicela wazi ukuthi isihumusho esiphelele sezichibiyelo ku-MOI (okuyi-MOI Entsha) kufanele sifundwe sonke ukuthi sizwakale ngokugcwele kwezinto eziqukethwe. Ikhophi ephelele ye-MOI Entsha, kubandakanya zonke lezo zichibiyelo (kubandakanya isihumusho, ukuze kubelula ukubheka, ekhomba lezo zichibiyelo esakhiweni sombhalo esilandelwayo ku-MOI esivele ikhona), siyatholakala kuwebhusayithi yeNkampani ku- https://www.mtnzakhelefuthi.co.za/ nenesihloko esithi" "MTN Zakhele Futhi MOI – Izichibiyelo zika-2019". Lesi sihumusho se-MOI naso sikhona emahhovisi onobhala bokudlulisela beNkampani kanye ne-ejenti yokuxhumana nabanikazi bamasheya, okuyi-Nedbank Limited, esebenza ngeyunithi yayo yebhizinisi loKuphathwa Kwesikimu Samasheya, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 (ongathintwa ku- +27 83 900 6863).

Usizo lwezimali oluhlinzekwka yiNkampani - isinqumo esiyisipesheli nombolo 3

INkampani kuzodingeka inikeze ukuxolelwa kanye nolunye usizo lwezimali kubantu abahlukene, kubandakanya kodwa kungenamkhawulo ku-JSE, kubahlanganyeli bezimakethe abafanele (kubandakanya amalungu e-JSE, abanikazi ababhalisile bamasheya ajwayelekile eNkampanini, abahlanganyeli bokubeka izinto ezivikelwe abakhulu kanye/noma abaxhumanisi abafanele) kanye nabahlinzeki bemisebenzi abangabanye abantu, maqondana noKufakwa ku-JSE okuphakanyisiwayo, kanjalo nokuqhutshwa kanye nokuxhaswa kwezindleko maqondana noKufakwa ku-JSE, okungaholela eNkampanini enikeza usizo lwezimali maqondana nokutholakala kwamasheya ajwayelekile eNkampanini kulandela Ukufakwa ku-JSE, encazelweni yesigaba 44 soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe. Isinqumo esiyisipesheli nombolo 3 wukugunyaza ibhodi yeNkampani ukuthi inike lolo lusizo lwezezimali, kuncike ekuhambisaneni nezidingo ze-MOI kanye noMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, futhi kuncike emvumeni yenkontileka edingekayo kumnikazi wamasheya akhethwayo eNkampani kanye ne-MTN.

Isigaba 44 soMthetho Wezinkampani sihlinzeka, phakathi kwezinye izinto, ukuthi usizo lwezimali oluqondile noma olungaqondile kufanele luhlinzekwe kuphela kulandela isinqumo esiyisipesheli sabanikazi bamasheya, esamukelwe eminyakeni emibili eyedlule, egunyaza lolo sizo lwezimali kungaba ngolomamukeli oshiwo ngqo noma ngokwejwayelekile lwesigaba sabemukeli okungenzeka babe namandla kanti umemukeli oshiwo ngqo ungena esigabeni futhi ibhodi kufanele yaneliseke ukuthi (ngokushesha ngemuva kokuhlinzeka usizo lwezimali, iNkampani izokwanelisa ukuhlolwa kokungabi namali nokuchithwa okuhlinzekelwe isigaba 4 soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe; kanye (ii) amathemu okuphakanyiswa ngaphansi kwawo usizo lwezimali azonikezwa aneqiniso futhi akahle eNkampanini.

AMANOTHI ACHAZAYO EZINQUMENI EZIPHAKANYISIWE EMHLANGANWENI OJWAYELEKILE WONYAKA WENKAMPANI

kuyaqhutshwa

onyaka ophele ngomhla ka-31 Disemba 2018

Ukuvota nabameleli

Wonke umnikazi wamasheya okhona siqu noma ngommeleli emhlanganweni, noma, esimweni somgwamanda ohlanganyele omelelwe emhlanganweni, kufanele abe nelungelo lokuvota ngokubonisa izandla nasendaweni yokuvota kufanele abe nelungelo lokuvota esheyeni ngalinye elikhona. Amafomu abameleli agcwaliswe ngendlela efanele noma amandla ommeli kanye negunya, uma kukhona, okusayinelwe, kufanele kufakwe konobhala bokudlulisela beNkampani, i-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi yoKuphatha Umsebenzi Wesikimu Samasheya, Inombolo Yokubhalisa: 1951/000009/06, ku-135 Rivonia Road, Sandown, Johannesburg, 2193 noma nge-imeyili ekhelini le-imeyili: ssa-zakhelefuthi@Nedbank.co.za ngaphambi kokuqala komhlangano okufanele ubanjwe ngo-11:30 (isikhathi saseNingizimu Afrika) ngoLwesihlanu, 17 Meyi 2019 futhi abanikazi bamasheya bayacelwa ukuthi bafake yonke leyo mibhalo engakedluli u-08:00 (isikhathi saseNingizimu Afrika) ngoLwesihlanu, 17 Meyi 2019 . Igama kanye nemininingwane yekheli yonobhala bokudlulisela baseNingizimu Afrika kunikeziwe emuva kwefomu lommeleli.

Umnikazi wamasheya onelungelo lokuya nokuvota emhlanganweni angaqoka oyedwa noma abameleli abaningi ukuya, ukuhlanganyela kanye nokuvota endaweni yakhe. Ummeleli akufanele kube umnikazi wamasheya weNkampani kodwa kufanele kube wumuntu ngamunye. Ukuqokwa kommeleli angeke kuvinjelwe umnikazi wamasheya oqoke lowo mmeleli ekuyeni ku-AGM kanye nokuhlanganyela nokuvota siqu ekukhishweni kwanoma yimuphi ummeleli. Ifomu lommeleli okufanele lisetshenziswe emhlanganweni lifakiwe.

Ukunaka kwabanikazi bamasheya kuqondiswe kumanothi engeziwe eliphathelene nefomu lommeleli lifakiwe, amanothi ashiwo kufomu lommeleli.

Ifomu elifakiwe lommeleli lihlinzekiwe kubanikazi bamasheya ukuthi basizakale. Abanikazi bamasheya abanaso isibopho sokusebenzisa ifomu elifakiwe, futhi bangaqoka ummeleli ngokubhala ngaphansi kwesigaba 58 soMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwe. Isifingqo sokuhlinzeka kwalesi sigaba sifakiwe esithasiselweni esazisweni somhlangano ojwayelekile wonyaka.

ISITHASISELO ESAZISWENI SOMHLANGANO OJWAYELEKILE WONYAKA KANYE NEMEPHU

Amanothi abalulekile ngomhlangano ojwayelekile wonyaka (AGM)

Usuku	17 Meyi 2019, ngo-11:30 (isikhathi saseNingizimu Afrika)
Indawo	Gallagher Convention Centre, 19 Richards Drive, Midrand, Johannesburg, 1685
Isikhathi	I-AGM izoqala ngokushesha ngo-11:30 (isikhathi saseNingizimu Afrika)

Iseshini yemfundo yabanikazi abamasheya izobanjelwa ehholo elikhulu ngaphambi kokuqala kwe-AGM. Le seshini ayakhi ingxenye ye-AGM futhi izoqala ngo-10:00 ngokushesha. Abanikazi bamasheya abafuna ukuya kule seshini bayelulekwa ukuthi babe sehholo engakedluli u-09:45.

Umhlangano ojwayelekile wonyaka uzoqala ngeseshini yolwazi emfishane, kwaziswa abanikazi bamasheya ngohlelo lokuvota lwe-elekhtronikhi okufanele kusetshenziswe emhlanganweni. Abasebenzi bazoqondisa abanikazi bamasheya ku-AGM. Kuzodliwa ngemuva komhlangano.

Ukwamukelwa

Abanikazi bamasheya abeze ku-AGM bayacelwa ukuthi babhalise edeskini lokubhalisa endaweni yokwamukela izivakashi ehholo. **Abanikazi bamasheya kanye nabameleli kuzodingeka ukuthi uhlinzeke ubufakazi bukamazisi**.

Ukuvikeleka

Indawo yokupaka evikelekile ihlinzekiwe endaweni ngokuzibonela kwabanikazi bamasheya. Amaselula kufanele acishwe ngesikhathi sokuqhubeka komhlangano.

Imisebenzi yokuhumusha

Sicela wazi ukuthi umhlangano uzotolikelwa esiZulwini nasesiSuthwini - okokulalela nokwasezindlebeni kuzotholakala kubanikazi bamasheya ababhalisile kuphela. Lo mbhalo uyatholakala ngesiZulu nangesiSuthu ngesigaba solwazi lwezimali kuwebhusayithi yeNkampani – www.mtnzakhelefuthi.co.za.

Sicela wazi

1. **Imibuzo**

   Nanoma yibaphi abanikazi bamasheya abanezinkinga noma imibuzo maqondana ne-AGM noma ngenhla bayamenywa ukuthi kuthintwe i-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi yoKuphathwa Komsebenzi Wesikimi Samasheya ku+27 83 900 6863. Izingcingo zizoqashwa ngezinhloso zokulawula ikhwalithi.

2. **Imiphumela ye-AGM**

   Imiphumela ye-AGM kuzokhulunywa ngayo maqondana nesinqumo ngasinye wusihlalo we-AGM ngemuva kokuba ukuvota sekuphelile maqondana nesinqumo ngasinye.

3. **Ukudla**

   Ukudla okulula kuzosevwa ngemuva komhlangano.

ISIFINGQO SAMALUNGELO ASEBENZAYO ATHOLAKALE KUSIGABA 58 SOMTHETHO WEZINKAMPANI, NOMBOLO 71 KA-2008, NJENGOBA UCHITSHIYELWE

Ngezinhloso zalesi sifingqo, itemu "umnikazi wamasheya" kufanele libe nomqondo oshiwo kusigaba 57(1) soMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwe.

1. Nanoma nini, umnikazi wamasheya wenkampani unelungelo lokuqoka nanoma yimuphi umuntu ngamunye, kubandakanya umuntu ngamunye ongesiyena umnikazi wamasheya waleyo nkampani, njengommeleli ukuthi ahlanganyele, akhulume futhi avote emhlanganweni wabanikazi bamasheya egameni lomnikazi wamasheya.
2. Ukuqokwa kommeleli kufanele kube ngokubhala, kufakwe usuku futhi kusayinwe ngumnikazi wamasheya ofanele.
3. Ngaphandle uma imemorandamu yokufakwa kwenkampani ihlinzeka ngenye indlela:
   - 3.1 umnikazi wamasheya wenkampani efanele angaqoka abantu ababili noma ngaphezulu kanye kanye njengabameleli, futhi angaqoka ummeleli ongaphezu koyedwa ukuthi asebenzise namalungelo okuvota okufakwe ekuvikelekeni okuhlukene okungaphansi kwalowo mnikazi wamasheya; kanye
   - 3.2 nekhophi yento yokuqoka ummeleli kufanele ihanjiswe enkampanini efanele, noma kunanoma yimuphi omunye umuntu egameni lenkampani efanele, ngaphambi kokuthi ummeleli asebenzise nanoma yimaphi amalungelo omnikazi wamasheya emhlanganweni wabanikazi bamasheya.
4. Nangale kwefomu lento esetshenziswa ukuqoka ummeleli:
   - 4.1 ukuqokwa kommeleli kuyamiswa noma nini nakangangokuthi loyo mnikazi wamasheya oqoke lowo mmeleli ekhetha ukwenza ngqo nangesiqu ekusebenziseni nanoma yimaphi amalungelo njengomnikazi wamasheya wenkampani efanele; futhi
   - 4.2 uma into esetshenziswe ukuqoka ummeleli inokumiswa, umnikazi wamasheya angakumisa ukuqokwa kommeleli ngokukhansela ngokubhala, noma enze ukuqokwa kommeleli okungahambisani ngokuhamba kwesikhathi, bese ehambisa ikhophi yento yokumisa kummeleli kanye nenkampani efanele.
5. Ukumiswa kokuqokwa kommeleli kusho ukukhanselwa okuphelele nokokugcina kwamandla ommeleli ukuthi enze egameni lomnikazi wamasheya ofanele ekuhambeni kwesikhathi:
   - 5.1 olushiwo ekumisweni kwento yokuqoka, uma kukhona; noma
   - 5.2 lokho kumiswa kwento ihanjiswe kummeleli kanye nenkampani efanele njengoba kudingeka esigabeni 58(4)(c)(ii) soMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwe.
6. Uma into yokuqoka ummeleli noma abameleli ihanjisiwe enkampanini efanele, uma nje ukuqokwa kusasebenza, nanoma yisiphi isaziso esidingekayo ngokoMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwa noma imemorandamu yokufakwa yenkampani efanele kufanele ihanjiswe yileyo nkampani kumnikazi wamasheya kufanele kuhanjiswe yile nkampani:
   - 6.1 kumnikazi wamasheya, noma
   - 6.2 ummeleli noma abameleli uma umnikazi wamasheya ngokubhala okuqondiswe enkampanini efanele ukwenza njalo futhi ekhokhile nanoma iyiphi imali efanele ebizwe yinkampani ukuthi enze njalo.
7. Ummeleli unelungelo lokusebenzisa, noma ukuyeka ukusebenzisa, noma yiliphi ilungelo lokuvota lomnikazi wamasheya ngaphandle kokuqondisa, ngaphandle kwememorandamu yokufakwa wenkampani efanele noma into yokuqoka ummeleli ohlinzeka ngenye indlela.
8. Uma inkampani ikhipha isimemo kubanikazi bamasheya ukuqoka umuntu oyedwa noma ngaphezulu ababizwe yileyo nkampani njengommeleli, noma inikeza ifomu lento yokuqoka ummeleli:
   - 8.1 leso simemo kufanele sithunyelwe kuwo wonke umnikazi wamasheya onelungelo lokuthola isaziso somhlangano lapho ukumelela kuhloswe ukuthi kusetshenziswe;
   - 8.2 inkampani akufanele ukuthi ifune ukuthi ukuqokwa kommeleli kumiswe; futhi
   - 8.3 ukuqokwa kommeleli kuhlala kusemthethweni kuphela kuze kube sekugcineni komhlangano ofanele okwakuhloswe ukuthi kusetshenziswe, ngaphandle uma kumisiwe njengoba kushiwo kusigaba 58(5) soMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe.

IFOMU LOMMELELI

Kufanele ligcwaliswe ngabanikazi bamasheya

MTN ZAKHELE FUTHI (RF) LIMITED
(Efakwe kuRiphabhlikhi yeNingizimu Afrika)
(Inombolo yokubhalisa: 2016/268837/06)
(“**MTN Zakhele Futhi” noma** “iNkampani”)

Kusetshenziswa emhlanganweni ojwwayelekile wonyaka okufanele ubanjwe ngo-11:30 (isikhathi saseNingizimu Afrika) ngomhla ka-17 Meyi 2019, e-Gallagher Convention Centre, 19 Richards Drive, Midrand, Johannesburg, 1685. Ukuthola usizo lokugcwalisa ifomu lommeleli, sicela uxhumane ne-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi yoKuphathwa Komsebenzi Wesikimu Samasheya ku+27 83 900 6863. Umnikazi wamasheya onelungelo lokuya futhi avote emhlanganweni ojwayelekile wonyaka angaqoka oyedwa noma ngaphezulu bamameleli ukuthi baye, bavote futhi bakhulume egameni lakhe emhlanganweni ojwayelekile wonyaka. Ummeleli asikho isidingo sokuthi kube ngumnikazi wamasheya eNkampani kodwa kufanele kube ngumuntu ngamunye.

Mina\Thina

Inombolo ye-ID/inombolo yokubhalisa ka-

Njengomnikazi wamasheya/njengabanikazi bamasheya beNkampani eshiwo ngenhla lapha siqoka, noma siyamfeyilisa

wase- noma siyamfeyilisa,

wase- noma siyamfeyilisa,

usihlalo weNkampani noma siyamfeyilisa usihlalo womhlangano njengommeleli wami/wethu ukungi(si)votela nasegameni lami(lethu) emhlanganweni ojwayelekile wonyaka (noma ojwayelekile noma omisiwe njengoba kungenzeka) weNkampano ozobanjwa mhla ka-17 Meyi 2019 ngo-11:30 nakunoma yikuphi ukumiswa noma ukuhlehliswa-ke.

Ngi/Siyalela ummeleli ukuthi avote kanje:

Izinqumo ezijwayelekile	**Uyavuma**	**Uyaphikisana**	**Akavoti**
Isinqumo Esijwayelekile nombolo 1: Ukuqinisekiswa kokuphinde kukhethwe futhi u-Grant Gelink njengomqondisi			
Isinqumo esijwayelekile nombolo 2: Ukukhethwa kukaSindisiwe Mabaso-Koyana njengelungu lekomiti lokucwaninga amabhuku			
Isinqumo esijwayelekile nombolo 3: Ukukhethwa kuka-Sonja De Bruyn njengelungu lekomiti lokucwaninga amabhuku			
Isinqumo esijwayelekile nombolo 4: Ukukhethwa kuka-Grant Gelink njengelungu lokucwaninga amabhuku			
Isinqumo esijwayelekile nombolo 5: Ukuphinda kuqokwe futhi abacwaningi bamabhuku			
Isinqumo esijwayelekile nombolo 6: Izichibiyelo zeSivumelwano Sobudlelwano			
Izinqumo eziyisipesheli			
Inombolo yezinqumo eziyisipesheli 1: Iholo elikhokhelwa abaqondisi			
Inombolo yezinqumo eziyisipesheli 2: Izichibiyelo kumemorandamu yokufakwa kweNkampani			
Inombolo yezinqumo eziyisipesheli 3: Usizo lwezezimali oluhlinzekwa yiNkampani			

***Maka ngo-X noma yikuphi okusebenzayo. Ngaphandle uma eqondisiwe, ummeleli uzovota noma uzoyeka njengendlela acabanga ngayo maqondana nokuphatha komnikazi wamasheya sekukonke. Ummeleli angakwazi futhi ukuvota noma ukungavoti maqondana nanoma yiliphi elinye ibhizinisi eliphakanyiswe emhlanganweni acabanga ukuthi lifanele.*

Nanoma yimuphi umnikazi wamasheya onelungelo lokuya nokuvota emhlanganweni unelungelo lokuqoka ummeleli noma abameleli ukuthi baye, bakhulume futhi bavote esikhundleni sakhe. Ummeleli oqokiwe asikho isidingo sokuthi kube ngumnikazi wamasheya kodwa kufanele kube ngumuntu ongayedwa.

Sicela ufunde amanothi angemuva lapha.

Kusayinwe e- ngomhla ka- 2019

I(ama)gama eli(a)gcwele (ngosonhlamvukazi)

I(ama)signesha

Ikheli

Usizwe ngu- (umbheki) usuku

Uma usayina ngesikhundla sommeleli, bona amanothi ommeleli ngemuva lapha.

Sicela wazi ukuthi ummeleli/abameleli abeze emhlanganweni egameni lomnikazi wamasheya obhalisile angeke babe nelungelo lokuvota egameni lomnikazi wamasheya ngaphandle uma bephelekezelwa yileli fomu eligcwaliswe ngendlela efanele.

Amanothi aya kummeleli

1. Abanikazi bamasheya kuphela ababhalisile kurejista yeNkampani ngosuku lerekhodi elifanele lomhlangano abangagcwwalisa ifomu lommeleli noma okukanye abeza emhlanganweni.
2. Umnikazi wamasheya angafaka igama lommeleli noma amagama abameleli abanye ababili abakhethayo esikhaleni esihlinzekiwe, ngokuthi acishe noma ngaphandle kokucisha "usihlalo womhlangano ojwayelekile", kodwa nanoma yikuphi ukucisha noma ukufaka kufanele kube namanisheli omnikazi wamasheya. Nanoma yikuphi ukufaka noma ukucisha okungahambisani nokusandakushiwo kuzomenyezelwa njengokungasetshenziswa ngendlela efanele. Umuntu igama lakhe elime kuqala kufomu lommeleli nokhona emhlanganweni ojwayelekile uzoba nelungelo lokusebenza njengommeleli ekukhishweni kwalabo amagama alandelayo. Esimweni lapho kungenamagama khona akhonjisiwe, ummeleli kufanele kube ngusihlalo womhlangano ojwayelekile.
3. Imiyalelo yomnikazi wamasheya kummeleli kufanele ikhonjiswe ngokufaka u-"X" noma ngenombolo efanele yamavoti anokusetshenziswa yilowo mnikazi wamasheya ebhokisini elihlinzekiwe elifanele. U-"X" ebhokisini elifanele ukhombisa inombolo enkulu yamavoti anokwenziwa yilowo mnikazi wamasheya. Ukuhluleka ukuhambisana nokungenhla kuzothathwa ngokugunyaza ummeleli ukuthi avote noma angavoti emhlanganweni ojwayelekile wonyaka ngokubona kwakhe maqondana namavoti onke omnikazi wamasheya. Umnikazi wamasheya noma ummeleli wakhe abanaso isibopho sokusebenzisa onke amavoti ngomnikazi wamasheya noma ngommeleli wakhe, kodwa isamba samavoti enziwe namaqondana nawokungavoti kurekhodiwe, ungeze kweqa inombolo enkulu enokwenziwa ngumnikazi wamasheya noma ummeleli wakhe. Ummeleli angavota noma angavoti maqondana nanoma yiliphi elinye ibhizinisi eliphakanyisiwe emhlanganweni njengoba ecabanga ukuthi kufanele.
4. Ummeleli kufanele (ngaphandle uma lo musho ucishiwe kwase kusayinwa eceleni kwawo) abe negunya lokuvota, njengoba ebona kufanele, kunanoma yisiphi esinye isinqumo esingaphakanyiswa ngokusemthethweni emhlanganweni, kubandakanya maqondana nanoma yisiphi isichibiyelo ezinqumeni ezingenhla. Uma umusho osandakushiwo ucishiwe, ummeleli kufanele athathwe njengonikezwe umyalelo wokuvota aphikisane nanaoma yisiphi isiphakamiso esinjalo sesinqumo esengezayo kanye/noma isichibiyelo esiphakanyisiwe kwesivele sikhona njengoba siphakanyiswe esazisweni okufakwe kulo ifomu.
5. Ukusebenza ngempumelelo, amafomu ommeleli agcwalisiwe kanye negunya, uma kukhona, okusayinwe ngaphansi kwakho kufanele kufakwe konobhala bokudlulisela beNkampanni baseNingizimu Afrika ekhelini, enombolweni yefeksi noma ekhelini le-imeyili elishiwo ngezansi ngaphambi kwesikhathi esiqokelwe ukubamba umhlangano futhi amanikazi bamasheya bayacelwa ukuthi bafake yonke imibhalo enjalo engakedluli u-08:00 mhla ka-5 Meyi 2019.
6. Ukugcwaliswa kanye nokufakwa kwefomu lommeleli angeke kuvimbele umnikazi wamasheya ofanele ukuza emhlanganweni ojwayelekile wonyaka nokukhuluma kanye nokuvota siqu esikhundleni sanoma yimuphi ummeleli oqokwe ngokufanele lapha.
7. Usihlalo womhlangano ojwayelekile angenqaba noma angemukela nanoma yiliphi ifomu lommeleli eligcwalisiwe futhi/noma elitholakele ngaphandle kokuhambisana nala manothi.
8. Nanoma yiluphi uguquko olukuleli fomu lommeleli, ngaphandle kokucisha okunye okuhlukile, kufanele kufakwe amanisheli ngumuntu osayinayo.
9. Ubufakazi bombhalo bokuthola igunya lomuntu osayine leli fomu lommeleli ngesikhundla sokumelela noma ngesinye esisemthethweni kufanele afake leli fomu lommeleli, ngaphandle uma kwakurekhodwe yiNkampani ngaphambilini noma kwayekwa usihlalo womhlangano ojwayelekile wonyaka.
10. Lapho kunabanikazi bamasheya abahlanganyelayo:
    - 10.1 nanoma yimuphi umnikazi angasayina ifomu lommeleli; futhi
    - 10.2 ivoti lomnikazi wamasheya omkhulu (lapho inhloso yobudala izoshiwo ngendlela ngendlela amagama abanikazi bamasheya avela ngayo kurejista yeNkampani) ovotayo (kungaba nguye uqobo noma ngommeleli) uzokwamukela ukukhishwa kwevoti(kwamavoti) abanye abanikazi bamasheya abahlanganyele.
11. Omncane ngeminyaka kufanele asizwe ngumzali wakhe noma ngumbheki osemthethweni, ngaphandle uma imibhalo efanele ethola amandla omthetho ikhishiwe noma kade ebhalisiwe ngonobhala bokudlulisela.
12. Ummeleli akakwazi ukuthumela ngegunya lakhe ukuthi kwenziwe egameni lomnikazi wamasheya, omunye umuntu.

Ihhovisi lonobhala bokudlulisela

I-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi Ukuphathwa Komsebenzi Wesikimu Samasheya Inombolo yokubhalisa

Inombolo yokubhalisa 1951/000009/06)

135 Rivonia Road

Sandton, 2196

Ucingo: +27 83 900 6863

Emeyili: ssa-zakhelefuthi@Nedbank.co.za

Ukuphathwa komsebenzi

Inombolo yokubhalisa inkampani
2016/268837/06

Ikheli leposi
PO Box 1144
Johannesburg
2000

Ikheli elibhalisiwe
135 Rivonia Road
Sandown, 2196
Johannesburg

Ibhodi yabaqobdisi
SN Mabaso-Koyana (usihlalo ongaphethe)
S De Bruyn (ongaphethe)
GG Gelink (ongaphethe)

Ihhovisi lonobhala bokudlulisela
I-Nedbank Limited, ngokusebenzisa iyunithi yayo yebhizinisi Ukuphathwa Komsebenzi Wesikimu Samasheya Inombolo yokubhalisa
(Inombolo yokubhalisa 1951/000009/06)
135 Rivonia Road
Sandton, 2196
Ucingo: +27 83 900 6863
Emeyili: ssa-zakhelefuthi@Nedbank.co.za

Unobhala wenkampani
Nedbank Limited, ngokusebenzisa i-Group Secretariat yayo
135 Rivonia Road
Sandown
Johannesburg, 2196

Abacwaningi bamabhuku
SizweNtsalubaGobodo Grant Thornton Inc.
20 Morris Street East
Woodmead, 2191
PO Box 2939, Saxonwold, 2132

Abameli
Webber Wentzel
90 Rivonia Road, Sandton, Johannesburg, 2196
PO Box 61771, Marshalltown, 2107

www.mtnzakhelefuthi.co.za