

MTN Zakhele Futhi (RF) Limited



Umbiko Wonyaka Ofingqiwe kanye neSaziso
se-AGM yonyaka owaphela ngomhla ka-
31 Disemba 2017



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INKOMBA

Imibiko kanye nezitatimende ezishiwo ngezansi zinombiko wonyaka owethulwe kubabambiqhaza.

Inkomba	Ikhasi
Ibhodi yabaqondisi	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 ezingqiwe zemali yonyaka	10 – 16
Isaziso somhlangano ojwayelekile wonyaka	17 – 21
Amanothi achazayo ngezinqumo eziphakanyiswe emhlanganweni ojwayelekile wonyaka weNkampani	22 – 23
Isithasiselo kusaziso somhlangano ojwayelekile wonyaka kanye nemephu	24
Isifingqo samalungelo asebenzayo atholakale kusigaba 58 soMthetho Wezinkampani, Nombolo 71 ka-2008, njengoba uchiitshiyelwe	25
Ukuphathwa komsebenzi	26
Ifomu lommeleli	lifakiwe
Amanothi aya kummeleli	afakiwe

Umlungiseleli (of the English version)

Yousuf Kola CA(SA)

Isisebenzi Sezimali Esiphezulu: Central Finance – Nedbank Limited

Usuphavayizwa ngu- (of the English version)

Rosalind Friedericksen CA(SA)

Umpathi Wezobudlelwano Bamaklayenti: Share Scheme Administration – Nedbank Limited

Please visit www.mtnzakhelefuthi.co.za for the Zulu and Sotho version of this announcement.

IBHODI YABAQONDISI

Sindisiwe N Mabaso-Koyana (49)

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. Ukhonjwe 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 Sebotsa (46)

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, MTN Zakhele (RF) Limited ne-Remgro. U-Sonja futhi uwuSihlalo we-Ethos Mid-Market Fund U GP Proprietary Limited.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

U-Sonja ungumsunguli kanye nomlingani wemigomo wokutshalwa kwezimali, ifemu engumeluleki kanye nexhasa ngezimali ye-Identity Capital Partners. Waqala ukusebenza kwakhe ekubhangeni kokutshalwa kwezimali ngonyaka ka-1997, esebenza ekuhlangelelweni nasekutholweni, ekwenzeni ukuzimela ama-IPO kanye nokuxhaswa ngezimali, ekugcineni waba yisekela likamongameli le-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 Jikelele we-World Economic Forum.

Grant Gelink (68)

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

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

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

Ubuqondisi:

Umqondisi oyisikhulu esiphezulu esingaphethe se-FirstRand Limited, Grindrod Limited, Santam Limited, Allied Electronics Limited ne-MTN Zakhele (RF) 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.

IBHODI YABAQONDISI (kuyaqhutshwa)

Shauket Fakie (64)

CA(SA)

USihlalo Ongumqondisi oyisikhulu esiphezulu esingaphethe (Uqokwe: ngomhla ka-21 Juni 2016; Wesula: ngomhla ka-6 Juni 2017)

Ilungu leKomiti Lokucwaninga Amabhuku (Waqokwa: ngomhla ka-21 Juni 2016; Wesula: ngomhla ka-6 Juni 2017)

Ubuqondisi:

U-Shauket unezikhundla zobuqondisi ezinkampanini ezincane ezahlukene ze-MTN, i-Allianz ne-BancABC.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

U-Shauket Umcwaningimabhuku Jikelele waseNingizimu Afrika wangaphambilini kanye neSikhulu Esiphezulu Esiphethe seNgozi Yebhizinisi e-MTN.

Simphiwe Cele (49)

CA(SA), MBA (*Wits Business School*), Post Graduate Diploma in Accountancy (*University of Natal*), B Com (UCT), Diploma in Investment Management (*Rand Afrikaans University*)

Umqondisi Oyisikhulu Esiphezulu Esingaphethe (Waqokwa: ngomhla ka-21 Juni 2016; Wesula: ngomhla ka-6 Juni 2017)

USihlalo weKomiti Lokucwaninga Amabhuku, Ingozi kanye noKuthobela (Waqokwa: ngomhla ka-21 Juni 2016; Wesula: ngomhla ka-6 Juni 2017)

Ubuqondisi:

Njengamanje akukho sikhundla sobuqondisi uSimphiwe akuso.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

USimphiwe uyi-Chartered Accountant enolwazi lwangaphambilini emkhakheni kahulumeni nawabazimele emikhakheni yemibiko yezezimali, ezentela, ukweluleka kanye nezimali zezinkampani. Ngaphambi kokujoyina i-MTN Group wayesebenzela i-Fisher Hoffman Stride, Nkonki Sizwe Ntsaluba, i-Public Investments Commissioners, Telkom SA noMcvaningimabhuku Jikelele waseNingizimu Afrika. Uyilungu lebhodi langaphambilini le-Johannesburg Development Agency and Swazi MTN.

Sibongile Mtshali (59)

FCIS ne-Higher Diploma in Company Law

Umqondisi Oyisikhulu Esiphezulu Esingaphethe (Waqokwa: ngomhla ka-21 Juni 2016; Wesula: ngomhla ka-6 Juni 2017)

Ilungu Lekomiti Lokucwaninga amabhuku, Ingozi kanye Nokuthobela (Liqokwe: ngomhla ka-21 Juni 2016; Wesula: ngomhla ka-6 Juni 2017)

Ubuqondisi:

USibongile ungomqondisi we-ATC Tower Uganda, ATC Tower Ghana, Nigeria Tower Interco B.V., Mobile Telephone Network (Netherlands) ne-Cooperative U.A.

Amakhono, ulwazi kanye nolwazi lomsebenzi:

USibongile unolwazi olungaphezu kweminyaka engama-30 emthethweni wezinkampani, ububhalane kanye nokubusa futhi njengamanje unguNobhala Wenkampani we-MTN Group Limited. Ngaphambi kokujoyina u-MTN, wayesebenzela Uthingo Management (Pty) Ltd, Telkom Limited, Anglovaal Limited kanye ne-Anglo Amerivan Limited (ingxenye yeGolide).

ISITATIMENDE ESIVELA KUSIHALO 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 2017, iNkampani yabona inzuzo ngemuva kokukhokha intela eyizigidi eziwu-R367.0 (2016: izigidi eziwu-R661.0). Inzuzo cishe ifakwa ngokuphelele ekutholeni izinhlukaniselwano ezivela ku-MTN Group ngonyaka.

Ngomhla ka-31 Disemba 2017 inani lentengo yesheya le-MTN Group yakhula ngo-R10.43 kusukela ngonyaka owandulelayo yaya ku-R136.60. Lokhu kwaholela enzuzweni yenani elikahle lezigidi eziwu-R553.1 (2016: izigidi eziwu-R1 855.6) ebonakala kusitatimende semali engenayo epehelele.

Ukukhokha kokubuyisela isikweletu se-MTN Zakhele Futhi

Ngonyaka ka-2017, iNkampani yathola izinhlukaniselwano ezinkulu kunezazilindelekile zivela ku-MTN Group futhi yakwazi ukukhokha ibuyise isikweletu esasingaphezu kwesheduli yokukhokha eyayibhajethelwe. Inkampani yathola izigidi eziwu-R537.8 (2016: akukho zinhlukaniselwano ezatholakala) emalini engenayo eyinhlukaniselwano evela ku-MTN Group. Le mali engenayo yasetshenziswa kuqala ukukhokha izindleko zokusebenza ezivunyelwe zeNkampani kanye nentela enokusele kwemali engenayo eyinhlukaniselwano isetshenziselwe ukukhokha izinhlukaniselwano ezikweletwa kubanikazi bamasheya kanye nokunciphisa ingxenye yemali yokwenza umsebenzi yesikweletu ekweletwa abanikazi bamasheya abakhethwayo.

Izigidi eziwu-R398.5 zemali engenayo yenhlukaniselwano yasetshenziswa ekushesheni kubuyiselwe amasheya akhethiwe ngonyaka wezimali ka-2017. Lokho ekugcineni kuzoholela ekuncipheni kwezinhlukaniselwano ezikhokhwa kumasheya akhethwayo esikhathini sempilo yalezi zinto zokusebenza.

Amasheya aqinisekisiwe yi-MTN Zakhele Futhi

Amasheya ajwayelekile awu-123 416 818 e-MTN Zakhele Futhi akhethwa anikwa abafakizicelo abaphumelele ngoLwesithathu mhla ka-23 Novemba 2016 nangoLwesine, mhla ka-24 Novemba 2016.

Ngonyaka ka-2016 Umnikelo Womphakathi we-MTN Zakhele Futhi waqoqa cishe u-R1. 094 bhiliyoni kubafakizicelo abangaphezu kuka-81 000 abavela eNingizimu Afrika yonke. Ukwengeza, kwemukelwa izicelo ezivela kubanikazi bamasheya abawu-11 203 be-MTN Zakhele abakulungele abanesamba samasheya awu-13 479 220 e-MTN Zakhele ukuthi baphinde batshale inani lawo lonke noma ingxenye yamasheya abo be-MTN Zakhele kuMasheya Ajwayelekile e-MTN Zakhele Futhi, alingana cishe no-R0.817 bhiliyoni.

Izicelo (ngesamba) ezivela kumphakathi wabamnyama nabakulungele baBanikazi bamasheya e-MTN Zakhele, nakuba kweqela ngale ku-Minimum Equity Raise (okuyinani lika-R1.234 bhiliyoni), ezazingaphansi kwe-Target Equity Raise (R2.468 bhiliyoni). Nakuba ukheshe oqoqwe yi-MTN Zakhele Futhi ngesikhathi soMnikelo Womphakathi oweqele ngale kwenani likaheshe eliphansi elidingekayo leThranzekshini ukuqhubeka (okuyinani lezigidi eziwu-R250), i-MTN yasebenzisa ukhetho lokubhalisa kuMasheya Ajwayelekile e-MTN Zakhele Futhi awu-27 848 672 (“Amasheya Aqinisekisiwe”) ukubhekela 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 zamashweya 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 saMasheya Aqinisekisiwe. Lokhu kwehlisa Amasheya Ajwayelekile aphethwe yi-MTN Group e-Zakhele Futhi abamasheya ajwayelekile awu-18 280 266 ngomhla ka-31 Disemba 2017.

Usizo lwabanikazi bamasheya

Ukuxhumana nabanikazi bamasheya okusebenza ngempumelelo nokuhle kubalulekile. 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 eminininingwaneni yabo yokuxhumana, ikheli leposi, isimo kanye neminininingwane yasebhange ngokushayela ucingo Isikhungo Sokushayela izingcingo ku-083 900 6863 phakathi kuka-8h00 no-16h30 ngeMisombuluko nangoLwezihlano. 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.

Sindisiwe Mabaso-Koyana

Usihlalo

18 Juni 2018

Isitatimende esifingqiwe senzuzo noma sokulahlekelwa
sonyaka ophele ngomhla ka-31 Disemba 2017
(Njengoba ecashunwe ezitatimendeni zezimali ezicutshulungiwe)

		Izinyanga eziyi-6 zaphela	
	Amanothi	31 Disemba 2017 R'000	31 Disemba 2016 R'000
Imali engenayo eyinhlukaniselwano	5	537 848	–
Amaholo abaqondisi		(604)	(210)
Ezinye izindleko zokusebenza		(13 630)	(16 031)
Inzuzo/(ukulahlekelwa) yokusebenza		523 614	(16 241)
Imali engenayo yezezimali		3 461	6 889
Izindleko zezezimali ezenzeke ezikweletwini zezimali ezikaliwe ngezindleko ezincishisiwe		(152 989)	(16 424)
(Ukulahlekelwa)/inzuzo ekukalweni futhi kokulethiwe okuyinto yokusebenza kokuyimali		(7 922)	887 535
Inzuzo ngaphambi kokukhokha intela		366 164	861 759
Ikhredithi yentela yemali engenayo/(izindleko)		806	(200 737)
Inzuzo yonyaka		366 970	661 022

Isitatimende esifingqiwe senye imali engenayo ephelele
sonyaka ophele ngomhla ka-31 Disemba 2017
(Njengoba sicashunwe ezitatimendeni zezimali ezicwaniyiwe)

		Izinyanga eziyi-6 zaphela	
		31 Disemba 2017 R'000	31 Disemba 2016 R'000
Inzuzo yonyaka		366 970	661 022
Enye imali engenayo ephelele - izinto ezizolandela zibe wu-ihlelwe kabusha enzuzweni noma ekulahlekelweni		413 702	1 439 924
Inzuzo ekukalweni futhi kwempahla yezezimali ekhona ukuthi ithengiswe		533 121	1 855 572
Intela ehlehlisiwe enzuzweni ekukalweni futhi kwempahla yezezimali ekhona		(119 419)	(415 648)
Isamba semali engenayo ephelele yonyaka		780 672	2 100 946

Isitatimende esifingqiwe sesimo sezimali

ngomhla ka-31 Disemba 2017

(Njengoba ecashunwe ezitatimendeni zezimali ezicutshulungiwe)

	Amanothi	31 Disemba 2017 R'000	31 Disemba 2016 R'000
Izimpahla			
Izimpahla okungeyizo ezamanje			
Izimpahla zezimali ezikhona ukuthi zithengiswe	6	6 982 201	6 449 080
Izimpahla zezimali ezilethiwe	7	879 616	887 538
		7 861 817	7 336 618
Izimpahla zamanje			
Intela yamanje etholakalayo		3	–
Ukheshe kanye nokulingana nokheshe		7 219	28 015
Ukheshe kanye nokulingana nokheshe – izimali ezinemingcele		4 193	7 836
Okunye okutholakalayo		603	393
		12 018	36 244
		7 873 835	7 372 862
Izimpahla sezizonke			
Inani lamasheya akhishiwe kanye nezikweletu			
Inani lamasheya akhishiwe			
Ingxenye yemali yokwenza umsebenzi evela ekukhishweni		2 468 336	2 468 336
Okugodliwe		2 536 206	2 128 651
Inzuzo/(ukulahlekelwa okunqwabelene		345 412	(27 705)
		5 349 954	4 569 282
Izikweletu			
Izikweletu okungeyizo ezamanje			
Okubolekiwe	8	1 750 617	2 147 702
Intela ehlelisiwe		732 100	614 456
		2 482 717	2 762 158
Izikweletu zamanje			
Okubolekiwe	8	34 521	17 715
Intela yamanje ekhokhwayo		–	300
Esinye isikweletu		4 193	7 836
Ukuhweba kanye nokunye okukhokhwayo		2 450	15 571
		41 164	41 422
		2 523 881	2 803 580
		7 873 835	7 372 862
Isamba samasheya akhishiwe kanye nezikweletu			

Isitatimende esifingqiwe sezinguquko ezimalini zabambiqhaza
zonyaka ophele ngomhla ka-31 Disemba 2017
(Njengoba ecashunwe ezitatimendeni zezimali ezicutshulungiwe)

	Ingxenyeyemali yokwenza umsebenzi evela ekukhishweni kwamasheya R'000	Okugodliwe okukhona kokuthengiswa R'000	Okungahanjiswa okugodliwe R'000	Isamba sokugodliwe R'000	Inzuzo/(ukulahlekelwa) R'000	Isamba R'000
Inzuzo yesikhathi sonyaka ka-2016	–	–	–	–	661 022	661 022
Enye imali engenayo ephelele yesikhathi sika-2016	–	1 439 924	–	1 439 924	–	1 439 924
Isamba semali engenayo ephelele yesikhathi sonyaka ka-2016	–	1 439 924	–	1 439 924	661 022	2 100 946
Ukukhishwa kwamasheya	2 468 336	–	–	–	–	2 468 336
Ukudluliselwa phakathi kokugodliwe*	–	–	688 727	688 727	(688 727)	–
Okukhishiwe sekukonke ngokuhambisa kubanikazi benkampani abanikezwe ngokuqondile enani lamasheya elikhishiwe	2 468 336	–	688 727	688 727	(688 727)	2 468 336
Ibhalansi ngomhla ka-1 Januwari 2017	2 468 336	1 439 924	688 727	2 218 651	(27 705)	4 569 282
Inzuzo yonyaka ka-2017	–	–	–	–	366 970	366 970
Enye imali engenayo ephelele	–	413 702	–	413 702	–	413 702
Isamba semali engenayo ephelele yonyaka ka-2017	–	413 702	–	413 702	366 970	780 672
Ukudluliselwa phakathi kokugodliwe*	–	–	(6 147)	(6 147)	6 147	–
Okukhishiwe sekukonke ngokuhambisa kubanikazi benkampani abanikezwe ngokuqondile enani lamasheya elikhishiwe	–	–	(6 147)	(6 147)	6 147	–
Ibhalansi ngomhla ka-31 Disemba 2017	2 467 336	1 853 626	682 580	2 536 206	345 412	5 349 954

* Ukudlulisa phakathi kwezingozi kuvela maqondana nenzuzo ekukaleni futhi kwempahla yemali elethiwe erekhodwa kunzalo nasekulahlekelweni. Inani elidluliselwe yimali esele isiyonke yentela ehlelisiwe.

Lokhu kudluliswa kwenzuzo yonke evela ezinzuzweni ezigciniwe kungodla ezingahanjiswa zisetshenziswa njengenzuzo njengamanje engahanjisiwe

Isitatimende esifingqiwe ekuhambeni kokheshe
sonyaka ophele ngomhla ka-31 Disemba 2017
(Njengoba sicashunwe ezitatimendeni zezimali ezicwaningiwe)

	31 Disemba 2017 R'000	Izinyanga eziyi-6 zaphela 31 Disemba R'000
Imali ehamba isuka emisebenzini yokusebenza		
Imali esetshenziswa emisebenzini	510 285	(1 063)
Imali engenayo eyinzuzo etholakele	3 461	6 889
Izindleko zezimali ezikhokhiwe	(134 818)	(16 424)
Intela ekhokhiwe	(1 272)	(1 629)
Imali esele yonke evela emisebenzini yokusebenza	377 654	(12 227)
Imali ehamba ivela emisebenzini yokutshala imali		
Ukuthengwa kwezimpahla zezimali ezikhona ukuthengiswa	–	(3 776 400)
Ukuthengwa kwezimpahla zezimali ezilethiwe	–	(3)
Imali etholakele evela ekutshalweni kwezimali futhi ku-MTN Zakhele	–	(817 108)
Imali isiyonke evela emisebenzini yokutshalwa kwemali	–	(4 593 511)
Ukuhamba kwemali evela emisebenzini yokuxhasa ngemali		
Izinzuzo ezivela ekukhishweni kwamasheya ajwayelekile	–	2 468 336
Ukusetshenziswa kwamasheya akhethiwe angahlanganyeli anqwabelene	(398 451)	
Okubolekiwe okuqoqiwe	–	2 165 417
Imali (imali ebuyisiwe)/etholakele ivela kubahlanganyeli abangaphumelelanga	(3 643)	7 836
Imali isiyonke esele evela emisebenzini yokuxhasa ngemali	(402 093)	4 641 589
Ukuhamba kwemali isiyonke yonyaka	(24 439)	35 851
Imali isiyonke ekupheleni konyaka	11 412	35 851

Amanothi ezitatimendeni ezingqiwe zemali yonyaka
zonyaka ophele ngomhla ka-31 Disemba 2017
(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"), inkulumbo 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. Izinqubomgomo zokucwaninga amabhuku ezimali 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-R537 847 646 (2016: R0).

6. Izimpahla zezimali ezikhona ukuthi zithengiswe

Ukutshalwa kwemali kunamasheya awu-51 114 213 (2016: 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% wengxenywe yemali yokwenza umsebenzi evela kumasheya e-MTN Group akhishiwe.

Amasheya atholakala ngokheshe wenani lentengo eliwu-R4 593 511 342 ngomhla ka-23 Novemba 2016. Umehluko enanini elikhokhiwe kanye nesilinganiso senani elinokwenzeka lenani lentengo elingenzeleli ekutholakaleni kokuqala (R5 832 131 703), uncike enanini lentengo lesheya lika-R114.10 ngomhla ka-23 Novemba 2016 yahlonishwa ngenye imali engenayo ephelele.

Isilinganiso senani elinokwenzeka lenani lentengo elingenzeleli elikhona lokutshalwa kwemali okuthengisayo kuncike enanini lentengo yemakethe eshiwo ka-R136.60 (2016: R126.17) isheya ngalinye njengoba lifakwe ku-JSE Limited ngomhla ka-31 Disemba 2017. Okuzuziwe sekukonke okubhalwe kwenye imali engenayo ephelele yonyaka wezimali wamanje iwu-533 121 241 (2016: R1 885 571 484).

	31 Disemba 2017 R'000	31 Disemba 2016 R'000
Ibhalansi ekuqaleni konyaka	6 449 080	–
Isikali sokuqala sokwengeza ngonyaka okhokhe ukheshe	–	5 832 131
Inzuzo ekukaleni futhi kwezimpahla zemali ezikhona zokuthengisa	533 121	616 949
Ibhalansi ekupheleni konyaka	6 982 201	6 449 080

Amanothi ezitatimendeni ezingqiwe zemali yonyaka kuyaqhutshwa zonyaka ophele ngomhla ka-31 Disemba 2017
(Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

7. Izimpahla zezimali ezilethiwe

Njengengxenywe 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 nenombollo 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.

Ukubonakala kokuqala

Imibono ebalulekile kulesi sibonelo ekuhlonishweni kokuqala ngomhla ka-23 Novemba 2016 beyikanje:

- inani lentengo yemakethe lamasheya e-MTN Group lika-R114.10;
- ibhalansi ye-NVF cishe yezigidi eziwu-R3 305;
- ukuguquququka kwamanani entengo okuhweba kuka-33.05%;
- inhlukaniselwano etholakele ka-6.04%;
- ukhetho olulindelekile lwempilo yeminyaka eyi-8; kanye
- nezinga elingenangozi lonyaka lika-8.42%.

Ukubonakala okulandelayo

Kwenziwa futhi uhlelo lokunquma amanani ezimpahla ezikhona ngomhla ka-31 Disemba 2017 okukhombisa inani lika-R879 615 583 (2016: R887 537 535). Izinto ezibalulekile ezafakwa kusibonelo ekupheleni konyaka zazikanje:

- inani lentengo lemakethe lamasheya e-MTN Group ka-R136.60 (2016: R126.17);
- ibhalansi ye-NVF ecishe ibe yizigidi eziwu-R3 621 (2016: izigidi eziwu-R3 331);
- ukuguquququka kwamanani entengo okuhweba kuka-31.24% (2016: 31.98%);
- inhlukaniselwano etholakele ka-4.66% (2016: 5.42%);
- ukhetho olulindelekile lwempilo yeminyaka eyi-8 kusukela kwaqala (2016: iminyaka eyi-8); kanye
- nezinga elingenangozi lonyaka lika-7.60% (2016: 8.19%).

	31 Disemba 2017 R'000	31 Disemba 2016 R'000
Ibhalansi ekuqaleni konyaka	887 538	–
Ukubonakala kokuqala kwempahla elethiwe	–	766 433
Ukulungiswa kwenani elikahle elirekhodiwe lenzuzo noma ukulahlekelwa	(7 922)	121 105
Isilinganiso senani elikahle ekupheleni kwesikhathi	879 616	887 538

Amanothi ezitatimendeni ezingqiwe zemali yonyaka kuyaqhutshwa
zonyaka ophele ngomhla ka-31 Disemba 2017
 (Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

8. Okubolekiwe

I-MTN Zakhele Futhi yakhipha amasheya akhethwayo anqwabelanayo anokutholakala kubangahlanganyeli ku-MTN Zakhele Futhi ("amasheya akhethwayo e-MTN Zakhele Futhi") ku-Jabisaan 04 (RF) Proprietary Limited ngomhla ka-23 Novemba 2016 ngenani lentengo 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 (ehlanguiswe 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 njengoba kungavunyelwana ngalo ngokubhala yi-MTN Zakhele Futhi kanye ne-Ejenti Yamasheya Akhethwayo okungenani ezinsukwini ezinhlanu zokusebenza ngaphambi komhla ka-30 Septhemba wanoma yimuphi unyaka ngesikhathi samasheya akhethwayo e-MTN Zakhele Futhi.

	31 Disemba 2017 R'000	31 Disemba 2016 R'000
Ibhalansi ekuqaleni konyaka	2 165 418	–
2 160 857 amasheya akhethwayo angahlanganyeli atholakalayo anqwabelanayo akhishwe ngenani elishiwo lika- R1 000	–	2 160 857
Ukutholakala kwamasheya akhethwayo angahlanganyel ngenani elishiwo lika-R1 000	(398 451)	–
Inzalo ekhokhwa ngamasheya akhethwayo angahlanganyeli alethiwe anqwabelanayo	(134 818)	–
Inzalo enqwabelene ngezinga lenzalo esebenza ngempumelelo	152 989	16 424
Izindleko zethranzekshini ziyabalwa	–	(11 863)
	1 785 138	2 165 418

Amanothi ezitatimendeni ezingqiwe zemali yonyaka kuyaqhutshwa zonyaka ophele ngomhla ka-31 Disemba 2017
(Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

9. Izingxenye ezihlobene

Ubudlelwano:

Umnikazi wamasheya ongumnikazi wesitoko senkampani:
Umnikazi wamasheya womnikazi wamasheya okhethwayo
Umhlinzeki Wemali Ethengisayo Eshiwoyo nje:
Abaqondisi abayizikhulu ezingaphethe:

Jabisan 04 (RF) Proprietary Limited
BFC2 Ownership Trust
MTN Group Limited
Shauket Allie Fokie ⁽¹⁾
Simphele Cele ⁽¹⁾
Sibongile Mtshali ⁽¹⁾
Sindisiwe Mabaso-Koyana ⁽²⁾
Sonja De Bruyn Sebotsa ⁽²⁾
Grant Gelink ⁽³⁾

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

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

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

	31 Disemba 2017 R'000	31 Disemba 2016 R'000
Amabhalansi aphaathelene nenhlangano:		
Isikweletu samasheya akhethwayo		
Jabisan 04 (RF) Proprietary Limited	1 785 138	2 165 418
Amanani afakwe Kokunye Okukhokhwayo maqondana nezinhlangano		
Shauket Allie Fokie, maqondana neholo labaqondisi	59	210
MTN Group Limited	–	12 965
	59	13 175
Ingxenye eyisheya lokwenza umsebenzi elijwayelekile ephethwe yinhlangano		
MTN Group Limited	365 605	556 973

Amanothi ezitatimendeni ezingqiwe zemali yonyaka kuyaqhutshwa
zonyaka ophele ngomhla ka-31 Disemba 2017
(Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

	Izinyanga eziyi-6 zaphela	
	31 Disemba 2017	31 Disemba 2016
	R'000	R'000
9. Izinhlango ezihambisanayo (kuyaqhutshwa)		
Amathranzekshini ehlangano ehambisanayo:		
Izinhlukaniselwano ezitholwe ezinhlango enweni okuhanjiswa nazo		
MTN Group Limited	(537 848)	–
Inzalo ezinhlango enweni ezihambisayo		
Jabisaan 04 (RF) Proprietary Limited	134 818	17 716
Imali yokuhlanganyela yezinhlango ezihambisanayo		
Jabisaan 04 (RF) Proprietary Limited	–	11 863
Izindleko ezikhokhwa egameni lezinhlango ezihambisanayo	1 434	21
Jabisaan 04 (RF) Proprietary Limited	1 434	21
BFC2 ITrasti Yobunikazi	–	–
Iholo lebhodi yabaqondisi – imali yabaqondisi	604	210
Shauket Allie Fakie ⁽⁴⁾	166	210
Simphiwe Cele ⁽⁵⁾	–	–
Sibongile Mtshali ⁽⁵⁾	–	–
Sindisiwe Mabaso-Koyana ⁽⁶⁾	207	–
Sonja De Bruyn Sebotsa ⁽⁶⁾	107	–
Grant Gelink ⁽⁶⁾	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 Nenzango.

Amanothi ezitatimendeni ezingqiwe zemali yonyaka kuyaqhutshwa
zonyaka ophele ngomhla ka-31 Disemba 2017
 (Njengoba ecashunwe ezitatimendeni zezimali ezicwaningiwe)

10. Izehlakalo ngemuva kwesikhathi sokubika

I-MTN Group Limited isho inhlukaniselwano yokugcina yamasenti angama-450 ngoMashi ka-2018.

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 elingenzeleli

Ngokwe-IFRS 14, *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 ezibonakalayo).

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	Izinga 2	Izinga 3	Seyiyonke
	R'000	R'000	R'000	R'000
31 Disemba 2017				
Inani lesilinganiso esikahle esingenzeleli				
Impahla yemali ekhona ukuthi ithengise	6 982 201	–	–	6 982 201
Impahla yemali elethiwe	–	–	879 616	879 616
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)

Amanothi ezitatimendeni ezingqiwe zemali yonyaka kuyaqhutshwa
zonyaka ophela ngomhla ka-31 Disemba 2017
 (Njengoba ecashunwe ezitatimendeni zezimali ezicwangingiwe)

11. Isikali senani lesilinganiso esikahle elingenzeleli (kuyaqhutshwa)

	Izinga 1 R'000	Izinga 2 R'000	Izinga 3 R'000	Seyiyonke R'000
31 Disemba 2016				
Inani lesilinganiso esikahle esingenzeleli				
Impahla yemali ekhona ukuthi ithengise	6 449 080	–	–	6 449 080
Impahla yemali elethiwe	–	–	887 538	887 538
Isikali sezindleko ezikhokhwe kancane kancane				
Okunye okutholakalayo	–	38	–	38
Ukheshe kanye nokulingana nokheshe	–	35 851	–	35 851
Okubolekiwe	–	(2 009 006)	–	(2 009 006)
Okunye okukhokhwayo	–	(15 571)	–	(15 571)
Esinye isikweletu	–	(7 836)	–	(7 836)

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

12. Ukuba khona kwesethi ephелеle yezitatimende zezimali ezicwangingiwe

Isethi ephелеle yezitatimende zezimali ezicwangingiwe:

- 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.



MTN ZAKHELE FUTHI (RF) LIMITED

(Kufakwe kuRiphabhlikhi yaseNingizimu Afrika)

(Inombolo yokubhalisa: 2016/268837/06)

("MTN Zakhele Futhi" noma "Inkampani")

ISAZISO SOMHLANGANO OJWAYELEKILE WONYAKA

zonyaka ophele ngomhla ka-31 Disemba 2017

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, usomabhangane, 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.**

Isaziso kubanikazi bamasheya: umhlangano ojwayelekile wonyaka

Lapha kunikwa isaziso kubanikazi bamasheya kusukela ngosuku lwerekhodi lomhla ka-27 Julayi 2018 nokuthi i-AGM yabanikazi bamasheya be-MTN Zakhele Futhi izobanjwa e-Gallagher Convention Centre, 19 Richards Drive, Midrand, Johannesburg, 1685 ngoLwesithathu, 5 Septhemba 2018 ngo-11:30 (isikhathi saseNingizimu Afrika), (i) ukubheka kanye, uma kubonakala kulungile ukudlula, ngokuquko 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-29 Agasti 2018 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 ezinqumo ze-AGM ekhasini 22.

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 2017, uhanjiswa njengoba kudingeka futhi yethulwa kubanikazi bamasheya kule AGM.

Izitatimende zemali zonyaka eziphelele zibekwe emakhasini 17 ukuya ku-49 zombiko wonyaka.

2. Izinqumo

IZINQUMO EZIWAYELEKILE

2.1 Isinqumo esijwayelekile nombolo 1

Ukuqinisekiswa kokukhethwa futhi kuka-Grant Gelink njengomqondisi

"Kunqunywe ukuthi u-Grant, Gelink, othatha umhlalaphansi ngokushintshani 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

Ukhethe lwekomiti lokucwaninga amabhuku – Ukhethe kuka-Sindisiwe Mabaso-Koyana

"Kwanqunywa ukuthi uSindisiwe Mabaso-Koyana akhethwe njengelungu lekomiti lokucwaninga amabhuku, kusukela ekupheleni kwalo mhlango 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

Ukhethe lwekomiti lokucwaninga amabhuku – Ukhethe luka-Sonja De Bruyn Sebotsa

"Kwanqunywa ukuthi u-Sonja De Bruyn Sebotsa akhethwe njengelungu lekomiti lokucwaninga amabhuku, kusukela ekupheleni kwalo mhlango 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

Ukhethe lwekomiti lokucwaninga amabhuku – Ukhethe luka-Grant Gelink

"Kwanqunywa ukuthi ngenxa yokuphaziswa kwesinqumo esijwayelekile nombolo 1, u-Grant Gelink akhethwe njengelungu lekomiti lokucwaninga amabhuku, kusukela ekupheleni kwalo mhlango 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.

ISAZISO SOMHLANGANO OJWAYELEKILE WONYAKA (kuyaqhutshwa)
zonyaka ophela ngomhla ka-31 Disemba 2017

2.5 Isinqumo esijwayelekile nombolo 4

Ukuphinda futhi kuqokwe abacwaningi bamabhuku abazimele

"Kwanqunywa ukuthi uSizweNtsalubaGobodo 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.

ISINQUMO ESIYISIPESHELI

2.6 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:

Ibhodi ye-MTN Zakhele Futhi (RF) Limited

	Imali yekwata ephakanyisiwe	Isamba sangonyaka	Imali yokubagcina yonyaka (ZAR) Ophakanyisiwe imali yokuba khona (umhlangano ngamunye)
Usihlalo	27 680	110 720	43 597
Ilungu	12 103	48 412	24 204

* Kucatshangwa ukuthi ibhodi izohlangana ngekwata.

Ikomiti lokucwaninga amabhuku le-MTN Zakhele Futhi (RF)

	Imali yekwata ephakanyisiwe	Isamba sangonyaka	Imali yokubagcina yonyaka (ZAR) Ophakanyisiwe imali yokuba khona (umhlangano ngamunye)
Usihlalo	N/A	N/A	19 072
Ilungu	N/A	N/A	13 180

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

ISAZISO SOMHLANGANO OJWAYELEKILE WONYAKA (kuyaqhutshwa)
zonyaka ophele ngomhla ka-31 Disemba 2017

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

Izinga langosuku/langehora (ZAR) ngaphandle uma kushiwo	Kuphakanyiisiwe
Umsebenzi oyisepesheli noma iphrojekthi ngosuku	10 552
Umsebenzi owenziwa uma uvela amaphrojekthi ayisepesheli ngosuku kubandakanya imihlangano yethelekhomu (izinga lehora)	1 319

- (i) Ngokuhambisana nesigaba 26.2 sememorandamu yokuhlanganyela, 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 esiyisepesheli nombolo 1, sihambisana nehlo elikhokhelwa abaqondisi abayizikhulu ezingaphethe kanye nabasebenza emahhovisi abayizikhulu ezingaphethe bezinye izinkampani zaseNingizimu Afrika futhi lokhu kumelela ukukhula kuka--6.0% ezimalini zangonyaka odlule. Ibhodi yeNkampani isigunyazile isiphakamiso.

Umhlo obukeziwe ophakanyiisiwe uthathwa ngokuthi unobulungiswa futhi ukahle futhi usiza iNkampani.

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

Izinqubo zokuvota

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

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. 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-elektronikhi. Into yokuvota ye-elektronikhi 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 izoxhunywana enombolweni yamavoti umnikazi wamasheya ngamunye uzokwazi ukusebenzisa isisetshenziswa se-elektronikhi. Abanikazi bamasheya abaqede futhi babuyisa amafomu abameleli angeke kudingeka 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 nyae 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-5 Septemba 2018.

ISAZISO SOMHLANGANO OJWAYELEKILE WONYAKA (kuyaqhutshwa)
zonyaka ophele ngomhla ka-31 Disemba 2017

Ukuhlanganyela nge-elektronikhi

Abanikazi bamasheya bangahlanganyela (kodwa bangavoti) nge-elektronikhi ku-AGM, ngokuhambisana nokuhlinzeka koMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe. Abanikazi bamasheya abafisa ukuhlanganyela ngokwe-elektronikhi ku-AGM kudingeka ukuthi balethe isaziso esibhaliwe eNkampanini emahhovisi onobhala bokudlulisela beNkampani kanye ne-ajenti 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-27 Agasti 2017 ukuthi bafisa ukuhlanganyela ngokuxhumana kwe-elektronikhi ku-AGM ("**isaziso se-elektronikhi**"). Izindawo zokusiza ngomhlangano ngethelelweni kuzoba khona ngale nhloso, futhi kungafinyelelwa ngezindleko zabanikazi bamasheya. Ukuze isaziso se-elektronikhi 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 eqinisekisiwe yezincwadi zomazisi kanye/noma amapasiphothi abantu abaphasisa isinqumo esifanele, leso sinqumo kufanele sisho ukuthi ngubani ovela enhlanganweni efanele ogunyaziwe ukumelela inhlangano efanele ekuxhumaneni nge-elektronikhi 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 ngoMsombuluko, mhla ka-3 Septemba 2018, ukwazisa umnikazi wamasheya, olete isaziso se-elektronikhi esifanele, ekhelini/enombolweni yayo yokuxhumana, ngemininingwane efanele umnikazi wamasheya angahlanganyela ngayo ngokuxhumana kwe-elektronikhi.

Ngomyalelo webhodi

Sindisiwe Mabaso-Koyana

Usihlalo: Ibhosi yabaqondisi

3 Agasti 2018

Ikheli lebhizinisi kanye nehovisi elibhalisiwe Onobhala bokudlulisela kanye nokuxhumana kwabanikazi bamasheya

135 Rivonia Road
Sandown
Johannesburg
2193

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

Nganoma yiluphi usizo noma ulwazi, sicela ufonele i-Nedbank Limited, ngokusebenzisa iyuniti 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 Sebotsa.

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 neziqo zemfundo, noma ulwazi, kwezomnotho, kwezomthetho, 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.

Umholo okhokhelwa abaqondisi - isinqumo esiyisipesheli nombolo 1

Ngokwezigaba 66(8) no-(9) yoMthetho Wezinkampani, 71 ka-2008, njengoba uchitshiyelwe, umholo ungakhokhwa kuphela kubaqondisi ngesivisi 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 kuhanjiswa nezingo 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 NGEZINQUMO EZIPHAKANYISWE EMHLANGANWENI
OJWAYELEKILE WONYAKA WENKAMPANI (kuyaqhutshwa)
wonyaka ophele ngomhla ka-31 Disemba 2017

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) ngoLwesithathu, 5 Septemba 2018 futhi abanikazi bamasheya bayacelwa ukuthi bafake yonke leyo mibhalo engakedluli u-08:00 (isikhathi saseNingizimu Afrika) ngoLwesithathu, 5 Septemba 2018. Igama kanye neminingwane 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 KUSAZISO SOMHLANGANO OJWAYELEKILE WONYAKA KANYE NEMEPHU

Amanothi abalulekile ngomhlangano ojwayelekile wonyaka (AGM)

Usuku 5 Septemba 2018, 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)

Isheshini 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 bgohlelo lokuvota lwe-elektroniki 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 wenkampani 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 ihanjiswe enkampanini efanele, uma nje ukuqokwa kusasebenza, nanoma yisiphi isaziso esidingekayo ngokoMthetho Wezinkampani, 71 ka-2008, njengoba kuchitshiyelwa noma imemorandamu yokufakwa wenkampani 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 lesi 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.

UKUPHATHWA KOMSEBENZI

Inombolo yokubhalisa inkampani

2016/268837/06

Ikheli leposi

PO Box 1144
Johannesburg
2000

Ikheli elibhalisiwe

135 Rivonia Road
Sandown, 2196
Johannesburg

Ibhodi yabaqondisi

SN Mabaso-Koyana (*Usihlalo oyisikhulu esiphezulu esingaphethe*)
S De Bruyn Sebotsa (*akusiso isikhulu esiphethe*)
GG Gelink (*akusiso isikhulu esiphethe*)

Ihhovisi lonobhala bokudlulisela

Nedbank Limited, iyunithi yebhizinisi yoKuphatha Umsebenzi Wesikimu Samasheya
(Inombolo yokubhalisa 1951/000009/06)
135 Rivonia Road
Sandton, 2196
Ucingo: +27 83 900 6863
Imeyili: ssa-zakhelefuthi@Nedbank.co.za

Unobhala wenkampani

Nedbank Limited, isebenza ngokwe-Group Secretariat
135 Rivonia Road
Sandown
Johannesburg, 2196

Abacwaningi bamabhuku

SizweNtsalubaGobodo 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



MTN ZAKHELE FUTHI (RF) LIMITED

(Kufakwe kuRiphabhlikhi yaseNingizimu Afrika)

(Inombolo yokubhalisa: 2016/268837/06)

("MTN Zakhele Futhi" noma "Inkampani")

IFOMU LOMMELELI

Kufanele ligcwaliswe ngabanikazi bamasheya

Kusetshenziswa emhlanganweni ojwayelekile wonyaka okufanele ubanjwe ngo-11:30 (isikhathi saseNingizimu Afrika) ngomhla ka-5 Septhemba 2018, 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 ukungisi(votela nasegameni lami(lethu) emhlanganweni ojwayelekile wonyaka (noma ojwayelekile noma omisiwe njengoba kungenzeka) weNkampano ozobanjwa mhla ka-5 Septhemba 2018 ngo-11:30 nakunoma yikuphi ukumiswa noma ukhlehliswa-ke.

Ngi/Siyalela ummeleli ukuthi avote kanje:

Izinqumo ezijwayelekile	Uyavuma	Uyaphikisana	Akavoti
Izinqumo Esijwayelekile nombolo 1: Ukuqinisekiswa kokuphinde kukhethwe futhi u-Grant Gelink njengomqondisi			
Izinqumo esijwayelekile nombolo 2: Ukukhethwa kukaSindisiwe Mabaso-Koyana njengelungu lekomiti lokucwaninga amabhuku			
Izinqumo esijwayelekile nombolo 3: Ukukhethwa kuka-Sonja De Bruyn Sebotsa njengelungu lekomiti lokucwaninga amabhuku			
Izinqumo esijwayelekile nombolo 4: Ukukhethwa kuka-Grant Gelink njengelungu noSihlalo wekomiti lokucwaninga amabhuku			
Izinqumo esijwayelekile nombolo 5: Ukuphinda kuqokwe futhi abacwaningi bamabhuku abazimele			
Izinqumo eziyisipesheli			
Izinqumo esiyisipesheli nombolo 1: Ukugunyaza umholo okhokhelwa abaqondisi			

****Maka ngo-X noma yikuphi okusebenzayo. Ngaphandle uma eqondisiwe, ummeleli uzovota noma uzoyeka njengendlela acabanga ngayo maqondana nokuphatha komnikazi wamasheya sekunke. 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-

2018

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 bephelekezela 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 esikheleni 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 kuzomenyenzelwa 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 ikhonjisiwe 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 ezingenhlala. 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 agcwaliswe kanye negunya, uma kukhona, okusayinwe ngaphansi kwakho kufanele kufakwe konobhala bokudlulisela beNkampani 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 Septemba 2018.
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 eligcwaliswe 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 abahlanganye.
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 iyuniti yayo yebhizinisi Ukuphathwa Komsebenzi
(Wesikimu Samasheya Inombolo yokubhalisa 1951/000009/06)
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