

Form of proxy

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATION ONLY

MTN GROUP LIMITED

(Incorporated in the Republic of South Africa)
 (Registration number: 1994/009584/06)
 ("MTN Group" or "the company")
 JSE Code: **MTN**
 ISIN: ZAE 0000 42164

For use at the annual general meeting to be held at 12:00 on Tuesday, 13 June 2006, at the Auditorium, Phase II, 216 – 14th Avenue, Fairland, Gauteng.

For assistance in completing the proxy form, please phone the MTN Group ShareCare Line on 0800 202 360 or on +27 11 870 8206 if you are phoning from outside South Africa.

A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, vote and speak in his/her stead at the annual general meeting. A proxy need not be a member of the company.

I/We (name in block letters)

of (address)

being a member(s) of the company, and entitled to votes, do hereby appoint:

..... of or failing him/her,

..... of or failing him/her,

the Chairman of the annual general meeting, as my/our proxy to represent me/us at the annual general meeting which will be held at 12:00 on Tuesday, 13 June 2006 at Auditorium, Phase II, 216 – 14th Avenue, Fairland, Gauteng, for the purposes of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the company registered in my/our name (see note 2 overleaf) as follows:

Ordinary business	For	Against	Abstain
1. The adoption of the Group annual financial statements for the period ended 31 December 2005			
2. The re-election of the following directors:			
2.1 RD Nisbet			
2.2 JHN Strydom			
3. The election of the following directors:			
3.1 Ms K Kalyan			
3.2 Dr CO Kolade			
3.3 Mr MJN Njeke			
3.4 Dr M Ramphele			
3.5 Sheik A Sharbatley			
3.6 Mr PL Woicke			
4. Ordinary resolution number 1: to authorise the directors to allot and issue the unissued ordinary shares of 0,01 cent each up to 10% of the issued share capital			
5. Ordinary resolution number 2: to authorise the directors of the company to allot and issue equity securities for cash			
6. Ordinary resolution number 3: to authorise the increase in fees payable to non-executive directors			
7. Special resolution number 1: to approve an authority for the company and/or subsidiary of the company to repurchase shares in the company			
8. Ordinary resolution number 4 to authorise any two directors to implement the special and ordinary resolutions			

Mark with "X" relevant number of votes, whichever is applicable.

Signed at on 2006

Signature of member(s)

Assisted by (where applicable) (state capacity and full name)

Please read the notes on the reverse side hereof.

