MTN Group Limited

final audited results for the year ended 31 December 2008

www.mtn.com

Subscribers at 31 December 2008

	('000)
Southern and East Africa	**24 032**
South Africa	
Uganda	
Botswana	
Rwanda	
Swaziland	
Zambia	
Middle East and North Africa	**26 346**
Syria	
Iran	
Sudan	
Yemen	
Afghanistan	
Cyprus	
West and Central Africa	**40 274**
Nigeria	
Ghana	
Ivory Coast	
Cameroon	
Benin	
Guinea Republic	
Congo Brazzaville	
Liberia	
Guinea Bissau	
Total MTN Group	**90 652**

Highlights

Group subscribers up 48% to

90,7 million

from December 2007

Revenue up 40% to

R102,5 billion

from December 2007

EBITDA up 36% to

R43,2 billion

from December 2007

Adjusted headline EPS up 33% to

904,4 cents

from December 2007

Net debt/EBITDA

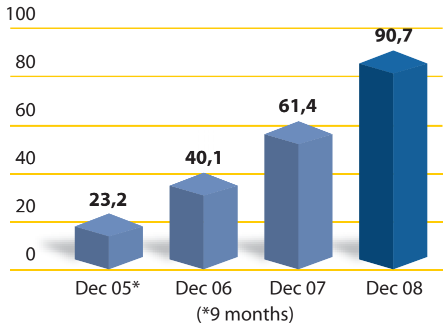
0,3x

at December 2008

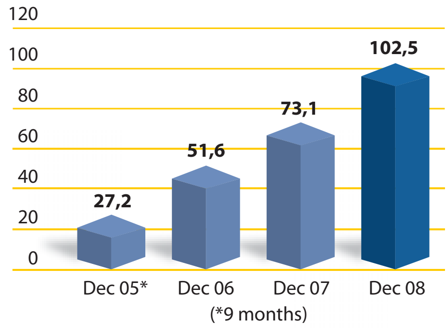
Dividend per share of

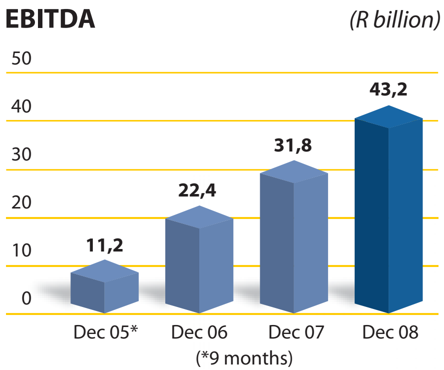
181 cents

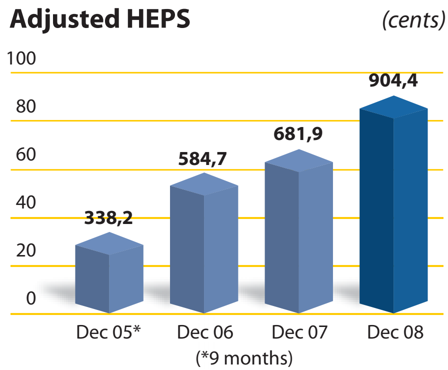
Subscribers *(million)*



Group revenue *(R billion)*




EBITDA
(R billion)
50
40
30
20
10
0
11,2
22,4
31,8
43,2
Dec 05*
Dec 06
Dec 07
Dec 08
(*9 months)


Adjusted HEPS
(cents)
100
80
60
40
20
0
338,2
584,7
681,9
904,4
Dec 05*
Dec 06
Dec 07
Dec 08
(*9 months)

Operational overview

Robust mobile subscriber growth, together with a high investment in infrastructure and improved distribution, enabled the MTN Group to deliver a solid performance for the financial year ended 31 December 2008.

Demand for mobile services continued to impress on the upside in key markets amidst the global economic slowdown which negatively impacted many other sectors in 2008. The Group recorded 90,7 million subscribers at 31 December 2008, compared with 61,4 million at the end of December 2007. The 48% increase was driven largely by MTN Irancell and MTN Nigeria, which added 10 million and 6,6 million subscribers respectively. A strong focus on operational performance as well as continued improvements in the rollout of infrastructure has enabled the Company to sustain or improve its market position in increasingly competitive environments. MTN Group incurred expenditure of R28,3 billion on capex in 2008, an 84% increase over 2007 and in line with US$ denominated guidance. MTN continued to focus on evolving its networks and actively seeking infrastructure, transmission and site sharing opportunities across its operations. MTN also invested approximately R250 million in 2008 to gain access to significant submarine cable capacity through the SAT-3, WASC, EASSy and EIG initiatives.

An important aspect of the Company's strategy is to be an integrated service provider. In line with this, MTN has acquired ISPs in various markets.

Basic headline earnings per share ("HEPS") increased by 43% to 836,5 cents for the period ended 31 December 2008, while adjusted headline earnings per share increased by 33% to 904,4 cents.

In addition to sound operational performance, the depreciation of the Rand against the US$ resulted in the effective appreciation of many African and Middle Eastern currencies against the Rand for a major portion of the year, positively affecting the net trading results of MTN Group by approximately 15%.

The Group reports its performance by region, namely South and East Africa ("SEA"), West and Central Africa ("WECA") and the Middle East and North Africa ("MENA"). MTN consolidates 49% of MTN Irancell's financials, thereby diluting the positive impact of revenue and EBITDA growth of MTN Irancell on the Group's financials.

Income statement analysis

MTN Group recorded a 40% increase in revenue to R102,5 billion (31 December 2007: R73,1 billion) driven by the strong growth in subscribers. It was also enhanced by the relative appreciation of operating currencies to the Rand.

The WECA region continues to be the largest contributor to Group revenue making up 47% of total revenue, compared with 42% in the prior financial year, while SEA and MENA contributed 37% and 17% respectively.

Average revenue per user per month ("ARPU") declined marginally in most operations in 2008, which is consistent with increased penetration into lower usage segments.

As a result of strong revenue growth, the Group's earnings before interest, tax, depreciation and amortization ("EBITDA") increased by 36% to R43,2 billion.

The WECA region is the largest contributor to Group EBITDA and increased its contribution by 7 percentage points to 59% at 31 December 2008. The SEA region contributed 30% to Group EBITDA and MENA contributed 11% of Group EBITDA, increasing its contribution by 3 percentage points from December 2007. MTN Group's EBITDA margin declined by 1,4 percentage points to 42,1%. The decline in EBITDA margin was due to a number of factors. Increased network maintenance costs, higher fuel costs and regulatory levies were the main drivers. The increased contribution from the MENA region with lower EBITDA margins also lowered the Group's EBITDA margin. However, its pleasing that MTN Irancell's EBITDA margin turned positive to 30,2% from negative 13,4% as the business picked up critical mass. The South Africa EBITDA margin dropped 2 percentage points to 32,8%, as a result of management's strategic decision to invest in distribution. The higher year on year costs in opex related to increased capital expenditure and the increase in handset costs related to foreign exchange also contributed to the margin decline. The EBITDA margins in Sudan, Ghana and Syria were lower compared to 2007.

MTN Group depreciation increased by R3,2 billion to R9,9 billion for the period ended 31 December 2008. This was as a result of an increase in the Group's depreciable assets, mainly infrastructure, to support growth opportunities

Net finance costs for the Group decreased by 40% to R1,9 billion in 2008. This was mainly due to the substantial unrealised foreign exchange gain at a holding company level on loans to operating companies and the R1 billion increase in finance income on cash invested across the Group. These gains were offset to an extent by foreign exchange losses on foreign loans in both holding and operating companies. Finance cost increases were not substantial despite increases in interest-bearing liabilities at the operating company level, to improve capacity, due to the high capital expenditure rollout.

The difference between the statutory tax rate of 28% and the Group effective tax rate is mainly attributable to the following: the effect of the Nigerian commencement provisions (4,26%), which resulted in double taxation on the first three months' profits of MTN Nigeria for the year; STC and other withholding taxes on dividends and management fees (3,35%) the provision for the Nigerian put option (1,24%); and other items (1,84%).

The Group continues to report adjusted headline EPS in addition to basic headline EPS. The adjustments are in respect of:

- The IFRS requirement that the Group account for a written put option held by a minority shareholder of one of the Group's subsidiaries, which provides it with the right to require the subsidiary to acquire its shareholding at fair value. The net impact is an increase in adjusted headline EPS of 44,3 cents.
- The unwinding of a previously reversed deferred tax asset in Nigeria increased the adjusted headline EPS by 23,6 cents.

Adjusted headline EPS of 904,4 cents for the period compares favourably with adjusted headline EPS of 681,9 cents for the year ended 31 December 2007.

Balance sheet and cash flow analysis

MTN Group's assets, excluding cash, increased by 44% to R141,4 billion in 2008. This is mainly as a result of increases in property, plant and equipment of R24,7 billion including the impact of R6,7 billion as a result of the weakening of the Rand.

Goodwill and other intangible assets of R45,8 billion at December 2008 showed an increase of R7 billion from 31 December 2007. The increase was due mainly to the weakening of the Rand of R7,6 billion which was partially offset by amortisation of R2,8 billion.

Current assets for the Group, excluding cash, increased by R10,1 billion to R26,0 billion at 31 December 2008. The increase in trade receivables of R3,4 billion was in line with organic growth of the various operations. Inventory increased by R1,2 billion of which R700 million was in South Africa in respect of handsets to improve service into both the pre and postpaid market. Sundry debtors and advances increased by R2,6 billion and prepayments on site BTS's and other property leases increased by R1 billion.

Net debt of the Group decreased by R3,2 billion to R12,9 billion, comprising of gross interest bearing liabilities of R41,6 billion and cash balances of R28,7 billion. This reflects a significant improvement in the net debt to EBITDA from 0,5 times to 0,3 times and places the Group in a strong financial position.

Cashflow

Cash generated from operations increased to R44,8 billion from R34,3 billion as a result of the strong operational performance as well as the impact of a weaker Rand. The Group paid a dividend of R2,5 billion in April 2008. The successful capital expenditure rollout programme utilised R26,9 billion of cash during the year. Nevertheless, net cash flow for the year was R7,4 billion before foreign exchange translation gains of R2,7 billion and movements in restricted cash balances.

Other

MTN's people are the Company's key competitive resource and advantage. Recognising this, we continue to invest in skills development to attract and retain talent. In the last quarter, we launched the MTN Academy to develop skill and capacity, pertinent to our business across all operating units. We recognise that diversity, within a common culture and value framework is a key strength of the Group. During the year, we achieved an appropriate degree of mobility of staff between our various operations. Apart from the benefits of increased learnings across the business, this also provides our staff with attractive and meaningful opportunities for growth within emerging markets and should, over time, further bolster MTN's ability to attract and retain the best skill and capability across its footprint.

MTN, which has a long history of strong empowerment credentials, had planned to implement a new BEE transaction during the first half of 2009 following the anticipated unwinding of the Alpine Trust ("Alpine") and Newshelf 664 (Pty) Ltd ("Newshelf") empowerment scheme, which was announced on 15 December 2008. However, after careful assessment of the prevailing financial market conditions the board has determined that it is not in the best interests of the Company, its shareholders and the potential BEE investors to implement the proposed BEE transaction at this time. The Board of Directors ("the Board") remains fully committed to implementing a BEE transaction as soon as conditions become condusive.

It is anticipated that a further announcement regarding the acquisition of Newshelf by MTN will be made shortly.

Changes in shareholding for the year ended 31 December 2008 included:

The Group's disposal of a 5,96% interest in MTN Nigeria through a private placement to Nigerian individuals and institutions for a consideration of $594,5 million. The purpose of the transaction, which reduces the Group's interest in MTN Nigeria to 76,08%, was to broaden the ownership of MTN Nigeria and enable wider participation.

Prominent Cypriot trading company Amaracos acquired 49% of MTN Cyprus. At the same time

MTN Cyprus acquired Infotel, a retail chain, and OTEnet Ltd. Through these transactions, MTN has improved local representation in its Cyprus business and is better positioned to provide a more holistic and competitive service.

MTN also increased its shareholding in MTN Cote d' Ivoire to 65% from 60% as part of a prior arrangement with its local partners.

Operational review

South Africa ➤ MTN South Africa performed well in challenging conditions. Overall subscribers increased by 16% to 17,2 million, while MTN's market share remained relatively consistent at 36% in 2008.

Postpaid subscribers grew by 10% to 2,8 million despite a slowdown in economic growth, stronger inflation, interest rate hikes and high fuel prices. Growth within the postpaid segment was mainly driven by the launch of the MTN Anytime value proposition in September 2008, which attracted more than 259,000 subscribers.

Prepaid subscribers increased by 17% to 14,4 million thanks to the success of MTN Zone, which became the most successful MTN pay-as-you-go price plan ever launched, attracting 6,6 million subscribers in the 11 months after launch in February 2008.

ARPU in the prepaid market segment increased by 5% to R97 a month, positively influenced by the success of MTN Zone and continued demand for lower-denomination vouchers which stimulated usage. Postpaid ARPU increased by 2%. The blended ARPU was negatively impacted by the mix between postpaid and prepaid subscribers.

Capital expenditure on infrastructure and distribution was a major focus of the year, with nearly R4,9 billion invested in the period, up from R2,8 billion the previous year. The key objectives as regards the network were to improve capacity, quality and coverage; modernise the network and make it more efficient; stimulate and support the development and launch of new products.

There were 483 new 2G base transceiver station (BTS's) and 419 new 3G BTS's rolled out, bringing the total to more than 7,700. Considerable progress was also made in providing additional capacity to both the circuit switch (voice) and packet switch (data) core network.

The roll out of the fibre optic metropolitan network in the high-traffic zone of Gauteng commenced during the year. Infrastructure sharing remains a focus, and during the year, an agreement was concluded to build, along with two other operators, a 5,000 km national fibre optic network to enhance network coverage and quality. Construction starts in the first half of 2009.

MTN South Africa also increased its branded distribution presence, purchasing the remaining 49% of retailer Cell Place (which was finalised on 1 August 2008) and concluding the purchase on 12 January 2009 of the remaining 51% stake in I-Talk (Pty) Ltd.

MTN has reached agreement with New Clicks to buy up to 17 Musica retail outlets and release space in six other Musica stores. The transaction is subject to certain conditions precedent and forms part of MTN's strategy to grow its branded retail footprint in key locations in a timely and cost effective manner.

MTN acquired Verizon Business effective 28 February 2009.

Verizon Business South Africa currently has a market share of 18% of the data market, which together with MTN South Africa's existing ISP, brings the new combined companies market share to approximately 23% and jump starts MTN South Africa's business in this segment of the market.

Nigeria ➤ MTN Nigeria's subscriber base grew by 40% from 16,5 million at 31 December 2007 to

23,1 million at 31 December 2008 in an increasingly competitive market. Market share rose from 43% to 44% at the end of December 2008. The growth was driven by continued demand supported by the Happy Hour value proposition, and the restructuring of the distribution channel.

ARPU remained strong and dropped by only $1 to $16 as lower-usage customers continued to join the network.

Aggressive network rollout continued throughout 2008, gaining strong momentum during the second half of the year and significantly improving network quality and enabling increased net connections in the last quarter. Capital expenditure for the year was substantially higher at R9,6 billion compared with R4,8 billion in 2007. MTN Nigeria rolled out 1 560 BTS's bringing the total to 4 776. To further improve the network 1 170km of new metro and national fibre was implemented on key routes. Following quality improvements the promotional activities ban was lifted in the third quarter. Sustained high network quality remains a priority for both our current and future subscribers.

Ghana ➤ MTN Ghana's subscribers increased by 60% to 6,4 million, lifting market share from 52% to 55%. This was attributable to MTN Zone, launched in June 2008. The operation also benefited from network coverage expansion and an increased distribution presence.

ARPU for the reporting period was $12, down from $14 at the end of 2007, and included the impact of newly introduced airtime taxes.

MTN Ghana spent R1,9 billion on capital expenditure, 50% up from last year. 704 BTS's were rolled out during the year, significantly improving the network quality. An additional mobile switching centre and a base station controller were commissioned to cater for traffic demands in Accra and Kumasi.

Iran ➤ MTN Irancell lifted subscriber numbers to 16,0 million from 6,0 million at the end of 2007. This sharp increase is largely attributable to the strong brand image and successful seasonal promotional campaigns. New products and segmented tariff plans were well received by the market. MTN Irancell's market share increased to 37% from 23% at 31 December 2007.

ARPU dropped $1 to $9 notwithstanding the significant growth in net additions during the year.

The operation added 1 529 BTS's to its network, bringing the total to date to 3 532. MTN Irancell now covers 699 cities with an additional 465 added during the reporting period. A WiMax licence and spectrum were awarded to the company and service provision will commence during 2009. Network coverage of the population increased from 48% at the beginning of the year to 62% at December 2008.

Sudan ➤ MTN Sudan subscribers increased by 27% to 2,6 million in 2008. This was accomplished despite increased competition and the regulatory requirement to disconnect subscribers who had not complied with registration requirements. The operation connected 68% of its 557,000 net additions for the year during the last quarter through promotional activities as it recovered from the impact of the disconnections. At year-end, MTN Sudan's market share was back at 28%, the same as at December 2007.

Network coverage of the population increased to 45% at the end of 2008 from 43% a year earlier. Some 424 new BTS's were added to the network, bringing the total to 1 621. During the year the network rollout commenced in South Sudan, introducing services in major cities.

Syria ➤ MTN Syria's subscriber base grew by 14% in the year to 3,5 million. Market share increased slightly to 46%. Subscriber ARPU declined marginally to $19.

The operation introduced new tariff plans and enriched data offerings during the year. The network rollout gained momentum during the second half of 2008 and 125 3G and 471 2G BTS's were added.

Prospects

The Group remains cautiously optimistic about its prospects for 2009, in challenging trading conditions. Strategic priorities include:

- Actively seeking value-accretive expansion opportunities in emerging markets, with a potential to act as a consolidator in the current market environment;
- Tightly monitored capital expenditure to ensure appropriate levels of capacity and quality of service for an enlarged market;
- Optimise cash and operational efficiencies, ensuring that the Group is able to benefit from a rapidly evolving technology market while maximising infrastructure sharing, and
- Engaging positively with regulatory authorities.

Dividend declaration

Shareholders are advised that a cash dividend of 181 cents per ordinary share in respect of the period 31 December 2008, has been declared and is payable to ordinary shareholders recorded in the register of the MTN Group at the close of business on Friday 3 April. In compliance with the requirements of Strate, the electronic settlement and custody system used by the JSE, the MTN Group has determined the following salient dates for the payment of the dividend:

Last day to trade *cum* dividend	Friday, 27 March 2009
Shares commence trading *ex* dividend	Monday, 30 March 2009
Record date	Friday, 3 April 2009
Payment of dividend	Monday, 6 April 2009

Share certificates may not be dematerialised or rematerialised between Monday, 30 March 2009 and Friday, 3 April 2009, both days inclusive.

On Monday, 6 April 2009, the dividend will be electronically transferred to the bank accounts of certificated shareholders who make use of this facility. In respect of those who do not use this facility, cheques dated Monday, 6 April 2009 will be posted on or about that date. Shareholders who have dematerialised their shares will have their accounts held by their Central Securities Depository Participant or broker credited on Monday, 6 April 2009.

For and on behalf of the Board

M C Ramaphosa

(Chairman)

P F Nhleko

(Group President and CEO)

Fairland

11 March 2009

Condensed consolidated balance sheet

	At 31 December 2008 Audited Rm	At 31 December 2007 Audited Rm	Change %
ASSETS			
Non-current assets	**115 319**	82 085	40,5
Property, plant and equipment	**64 193**	39 463	62,7
Goodwill and other intangible assets	**45 786**	38 797	18,0
Investments in associates	**60**	60	—
Loans and other non-current assets	**4 623**	2 433	90,0
Deferred tax assets	**657**	1 332	(50,7)
Current assets	**54 787**	33 501	63,5
Cash and cash equivalents	**26 961**	16 868	59,8
Restricted cash	**1 778**	739	140,6
Other current assets	**26 048**	15 894	63,9
Total assets	**170 106**	115 586	47,2
EQUITY AND LIABILITIES			
Shareholders' equity	**80 542**	51 502	56,4
Share capital and reserves	**76 386**	47 315	61,4
Minority interests	**4 156**	4 187	(0,7)
Non-current liabilities	**34 973**	29 114	20,1
Borrowings	**29 100**	23 007	26,5
Deferred tax liabilities	**4 989**	2 676	86,4
Put option	**—**	2 556	—
Other non-current liabilities	**884**	875	1,0
Current liabilities	**54 591**	34 970	56,1
Put option	**3 341**	—	—
Non interest-bearing liabilities	**38 760**	24 320	59,4
Interest-bearing liabilities	**12 490**	10 650	17,3
Total equity and liabilities	**170 106**	115 586	47,2

Condensed consolidated income statement

	Financial year ended 31 December 2008 Audited Rm	Financial year ended 31 December 2007 Audited Rm	Change %
Revenue	**102 526**	73 145	40,2
Direct network operating costs	**14 140**	8 525	65,9
Cost of handsets and other accessories	**5 985**	5 524	8,3
Interconnect and roaming	**13 217**	9 997	32,2
Employee benefits	**4 776**	3 379	41,3
Selling, distribution and marketing expenses	**13 274**	9 071	46,3
Other expenses	**7 968**	4 804	65,9
Depreciation	**9 939**	6 774	46,7
Amortisation of intangible assets	**2 820**	2 199	28,2
Net finance costs	**1 917**	3 173	(39,6)
Share of profits from associates (net of tax)	**—**	8	—
Profit before income tax	**28 490**	19 707	44,6
Income tax expense	**11 355**	7 791	45,7
Profit after tax	**17 135**	11 916	43,8
Attributable to:	**17 135**	11 916	43,8
Equity holders of the Company	**15 315**	10 608	44,4
Minority interests	**1 820**	1 308	39,1
Basic earnings per share (cents)	**821,0**	569,9	44,1
Diluted earnings per share (cents)	**806,1**	559,2	44,2
Dividends per share (cents)	**136,0**	90,0	51,1

Condensed consolidated statement of changes in equity

	Financial year ended 31 December 2008 Audited Rm	Financial year ended 31 December 2007 Audited Rm
Opening balance	**51 502**	42 729
Net profit attributable to equity holders of the Company	**15 315**	10 608
Dividends paid	**(6 514)**	(3 387)
Issue of share capital	**41**	60
Transactions with minorities	**4 020**	179
Disposal of non-controlling interest	**909**	115
Purchase of non-controlling interest	**(85)**	—
Purchase of controlling interest	**—**	192
Minorities' share of profits and reserves	**1 820**	1 308
Shareholders' loan revaluation reserve	**44**	565
Share-based payment reserve	**75**	92
Cancellation of Ivory Coast put option	**54**	—
Cash flow hedging reserve	**138**	30
Conversion of shareholders' loans to preference shares	**—**	(192)
Currency translation differences	**13 223**	(797)
Closing balance	**80 542**	51 502

Segmental analysis

	Financial year ended 31 December 2008 Audited Rm	Financial year ended 31 December 2007 Audited Rm
REVENUE		
South and East Africa	**37 483**	31 453
West and Central Africa	**47 682**	30 843
Middle East and North Africa	**17 215**	10 779
Head office companies	**146**	70
	102 526	73 145
EBITDA		
South and East Africa	**12 878**	11 329
West and Central Africa	**25 318**	16 601
Middle East and North Africa	**4 654**	2 530
Head office companies	**316**	1 385
	43 166	31 845
PAT		
South and East Africa	**7 322**	6 155
West and Central Africa	**9 943**	6 529
Middle East and North Africa	**1 549**	730
Head office companies	**(1 679)**	(1 498)
	17 135	11 916

Condensed consolidated cash flow statement

	Financial year ended 31 December 2008 Audited Rm	Financial year ended 31 December 2007 Audited Rm
Cash inflows from operating activities	**34 236**	25 850
Cash outflows from investing activities	**(27 177)**	(17 152)
Cash in/(out)flows from financing activities	**292**	(2 135)
Net movement in cash and cash equivalents	**7 351**	6 563
Cash and cash equivalents at beginning of period	**15 546**	9 008
Effect of exchange rate changes	**2 699**	(25)
Cash and cash equivalents at end of period	**25 596**	15 546

Notes to the condensed consolidated financial statements

1. Independent audit by the auditors

These condensed consolidated results have been audited by our joint auditors PricewaterhouseCoopers Inc. and SizweNtsaluba VSP, who have performed their audit in accordance with the International Standards on Auditing. A copy of their unqualified audit report is available for inspection at the registered office of the Company.

2. General information

MTN Group carries on the business of investing in the telecommunications industry through its subsidiary companies, joint ventures and associate companies.

3. Basis of preparation

The condensed consolidated financial year end information is based on the audited financial statements of the Group for the year ended 31 December 2008 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") IAS 34 – Interim Financial Reporting, the Listing Requirements of the JSE Limited and the South African Companies Act 61 of 1973, as amended on a consistent basis with that of the prior period.

4. Accounting policies

The accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2008, as described in the annual financial statements for the year ended 31 December 2008.

5. Headline earnings per ordinary share

The calculations of basic and adjusted headline earnings per ordinary share are based on basic headline earnings of R15 603 million (2007: R10 886 million) and adjusted headline earnings of R16 870 million (2007: R12 693 million) respectively, and a weighted average number of ordinary shares in issue of 1 865 298 632 (2007: 1 861 454 696).

	12 months ended 31 December 2008 Audited Rm	12 months ended 31 December 2007 Audited Rm
	Net**	Net**
Net profit attributable to Company's equity holders	**15 315**	10 608
Adjusted for:		
Loss on disposal of property, plant and equipment	**111**	61
Impairment of property, plant and equipment	**177**	173
Other impairments	**—**	44
Basic headline earnings	**15 603**	10 886
Adjusted for:		
Reversal of deferred tax asset	**—**	(223)
Reversal of the subsequent utilisation of deferred tax asset	**441**	1 664
Reversal of put option in respect of subsidiary		
– Fair value adjustment	**74**	262
– Finance costs	**914**	210
– Minority share of profits	**(162)**	(106)
Adjusted headline earnings	**16 870**	12 693

*** Amounts are stated after taking into account minority interests.*

	12 months ended 31 December 2008 Audited Rm	12 months ended 31 December 2007 Audited Rm
Reconciliation of headline earnings per ordinary share (cents)		
Attributable earnings per share (cents)	**821,0**	569,9
Adjusted for:		
Loss on disposal of property, plant and equipment	**6,0**	3,3
Impairment of property, plant and equipment	**9,5**	9,3
Other impairments	**—**	2,4
Basic headline earnings per share (cents)	**836,5**	584,8
Adjusted for:		
Reversal of deferred tax asset	**—**	(12,0)
Reversal of the subsequent utilisation of deferred tax asset	**23,6**	89,4
Reversal of put option in respect of subsidiary	**44,3**	19,7
Adjusted headline earnings per share (cents)	**904,4**	681,9
Contribution to adjusted headline earnings per ordinary share (cents)		
South and East Africa	**385,7**	329,2
West and Central Africa	**517,6**	410,6
Middle East and North Africa	**77,0**	22,2
Head office companies	**(75,9)**	(80,1)
	904,4	681,9
Number of ordinary shares in issue:		
– Weighted average ('000)	**1 865 299**	1 861 455
– At period end ('000)	**1 868 010**	1 864 798

Adjusted headline earnings adjustments

Deferred tax asset

The Group's subsidiary in Nigeria had been granted a five-year tax holiday under "pioneer status" legislation. On 31 March 2007 MTN Nigeria exited "pioneer status", and from 1 April 2007 became subject to income tax in Nigeria. A deferred tax asset of R2,5 billion was created during "pioneer status" in respect of capital allowances on capital assets that are only claimable after the company comes out of "pioneer status". The above resulted in the commencement of the reversal of the deferred tax asset shown as an adjustment of R542 million (2007: R1 968 million) R441 million excluding minorities (2007: R1 664 million) to the adjusted headline earnings figure. The remaining pioneer deferred tax asset was fully utilised during 2008.

As previously disclosed, although the Group has complied with the requirements of IAS 12 in this regard, the Board has reservations about the appropriateness of this treatment in view of the fact that no cognisance may be taken in determining the value of such deferred tax assets for uncertainties arising out of the effects of the time value of money or future foreign exchange movements. The Board therefore resolved to report adjusted headline earnings (negating the effect of the deferred tax asset) in addition to basic headline earnings, to more realistically reflect the Group's results for the period.

Put option in respect of subsidiary

IFRS requires the Group to account for a written put option held by a minority shareholder of one of the Group subsidiaries, which provides them with the right to require the subsidiary to acquire their shareholdings at fair value. Prior to the implementation of IFRS the shareholding was treated as a minority shareholder in the subsidiary as all risks and rewards associated with these shares, including dividends, currently accrue to the minority shareholders.

IAS 32 requires that in the circumstances described in the previous paragraph:

(a) the present value of the future redemption amount be reclassified from equity to financial liabilities and that financial liability so reclassified subsequently be measured in accordance with IAS 39;

(b) in accordance with IAS 39, all subsequent changes in the fair value of the liability together with the related interest charges arising from present valuing the future liability be recognised in the income statement; and

(c) the minority shareholder holding the put option no longer be regarded as a minority shareholder but rather as a creditor from the date of receiving the put option.

Although the Group has complied with the requirements of IAS 32 and IAS 39 as outlined above, the Board has reservations about the appropriateness of this treatment in view of the fact that:

(a) the recording of a liability for the present value of the future strike price of the written put option results in the recording of a liability that is inconsistent with the framework, as there is no present obligation for the future strike price;

(b) the shares considered to be subject to the contracts are issued and fully paid-up, have the same rights as any other issued and fully paid-up shares and should be treated as such; and

(c) the written put option meets the definition of a derivative and should therefore be accounted for as a derivative in which case the liability and the related fair value adjustments recorded through the income statement would not be required.

		12 months ended 31 December 2008 Audited Rm	12 months ended 31 December 2007 Audited Rm
6.	**Capital expenditure incurred**	**28 263**	15 348
7.	**Contingent liabilities and commitments**		
	Contingent liabilities – upgrade incentives	**504**	957
	Operating leases	**801**	955
	Finance leases	**554**	581
	Other	**541**	373
8.	**Commitments for property, plant and equipment and intangible assets**		
	Contracted for	**11 410**	8 671
	Authorised but not contracted for	**26 257**	21 910
9.	**Cash and cash equivalents**		
	Bank balances, deposits and cash	**26 961**	16 868
	Call borrowings	**(1 365)**	(1 322)
		25 596	15 546
10.	**Interest-bearing liabilities**		
	Call borrowings	**1 365**	1 322
	Short-term borrowings	**11 125**	9 328
	Current liabilities	**12 490**	10 650
	Long-term liabilities	**29 100**	23 007
		41 590	33 657

11. Other non-current liability

The put option in respect of the subsidiary arises from an arrangement whereby the minority shareholders of the Group's subsidiary have the right to put their remaining shareholding in the subsidiary to Group companies.

On initial recognition, the put option was fair valued using effective interest rates as deemed appropriate by management. To the extent that the put option is not exercisable at a fixed strike price the fair value will be determined on an annual basis with movements in fair value being recorded in the income statement.

In January 2008, the MTN Cote d'Ivoire put option, amounting to R474 million, was cancelled. Upon cancellation the outstanding balance was transferred to equity. There was no effect in the income statement.

12. Business combination

During the year under review, certain subsidiaries of the group acquired the following entities:

(a) Afnet, a local internet service provider, was acquired by MTN Cote d'Ivoire on 8 May 2008 for an initial purchase consideration of Euro 10,2 million to be followed by an additional maximum amount of Euro 9,6 million. To date only the first part of the purchase consideration has been settled in cash as the remaining portion is deemed to be contingent on certain contractual requirements being met.

(b) Arobase Telecom SA, a local fixed line operator, was acquired by MTN Cote d'Ivoire on 23 September 2008 for an initial purchase consideration of Euro 7,7 million to be followed by an additional amount of Euro 3,3 million. To date, only the first part of the purchase consideration has been settled cash as the remaining portion is deemed to be contingent on certain contractual requirements being met

(c) Otenet and Infotel, were acquired by MTN Cyprus with effect from November 2008 for a total purchase consideration of Euro 6,6 million and USD 18 million respectively. The Group has elected, under IFRS 3, to finalise asset and liability fair values allocated to each cash generating unit, and therefore the relocated goodwill, within 12 months subsequent to the acquisition date

	Carrying amount on acquisition date Rm	Total fair value Rm
The assets and liabilities arising from the acquisitions are as follows:		
Property, plant and equipment	300	300
Trade and other receivables	34	34
Other current assets	4	4
Cash and cash equivalents	7	7
Long term borrowings	(267)	(267)
Trade and other payables	(213)	(213)
Unearned income	(14)	(14)
Tax	(13)	(13)
Other liabilities	(7)	(7)
Net asset value (a and b)	(169)	(169)
Purchase consideration (a and b)	233	
Fair value of net assets acquired	169	
Goodwill (a and b)	402	
Purchase consideration (c)	260	
Goodwill	662	

13. Post balance sheet events

Subsequent to year end MTN Holdings acquired 100% of Verizon South Africa (Pty) Ltd and the remaining 59% in ITalk (Pty) Ltd.

MTN Group Limited
Results presentation


MTN Group Limited
Final audited results
For the year ended 31 December 2008
MTN
FIFA

Agenda

Strategic & operational overview
Phuthuma Nhleko
Group President and CEO

Financial overview
Rob Nisbet
Group Finance Director

Looking ahead
Phuthuma Nhleko


Strategic and operational overview
Phuthuma Nhleko, Group President and CEO
MTN
FIFA

MTN in context

Global backdrop	MTN
• Global recession	• Strong balance sheet and cash flow
• Banking crisis and access to funding	• "Cash is King" – 99% prepaid
• Increased risk aversion	• Well positioned • Market share • 2008 rollout
• Economic slowdown in Africa and ME	• Varied impact on telco spend to date
• Slowing GDP growth	• Governance
• Impact of oil and commodity prices	• Management depth, quality and stability


MTN vision
To be the leader in telecommunications in emerging markets
Consolidation & diversification
Leverage existing footprint & intellectual capacity
Convergence & operational evolution
Increased competitiveness
Best practice
Hub and cluster
Diversification
Procurement synergies
Skills optimisation
Brand
Value proposition
Execution excellence
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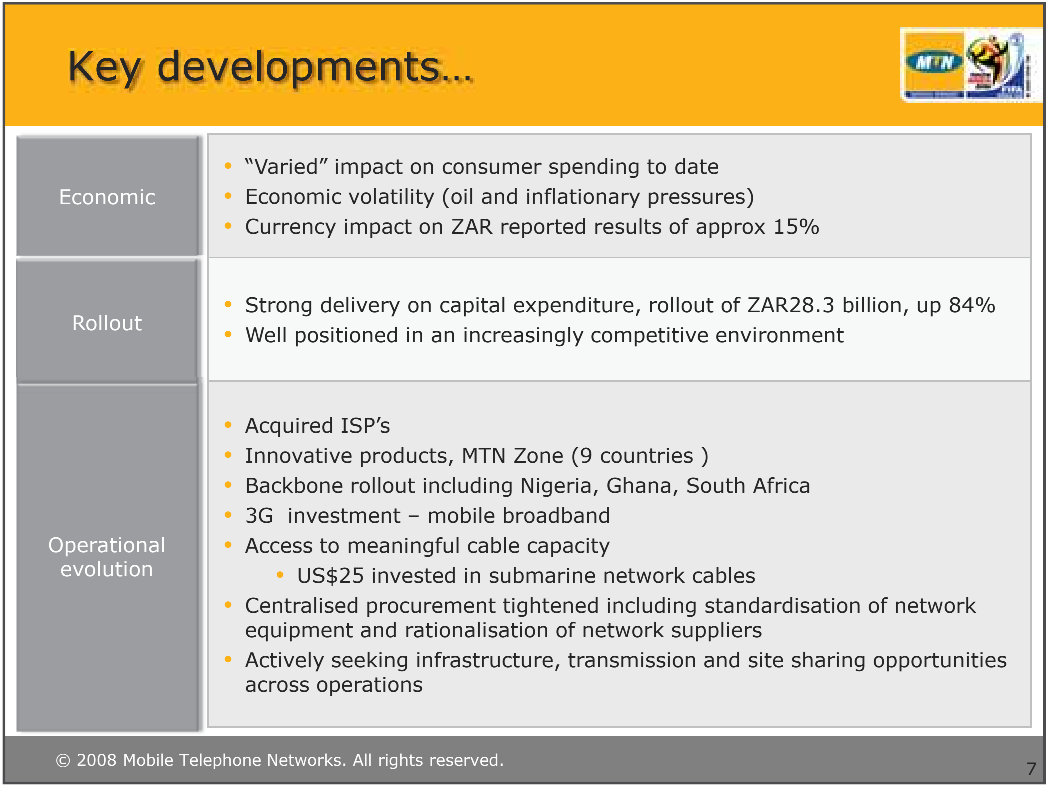
Group highlights

Group subscribers	Revenue	EBITDA
Up 48% to 90.7 million	Up 40% to ZAR 102,5 billion	Up 36% to ZAR 43,2 billion
PAT	**Adjusted headline EPS**	**Capex execution**
Up 44% to 17,1 billion	Up by 33% to 904.4 cents	Up by 84% to ZAR 28,3 billion

Strong balance sheet
Net debt / EBITDA
0.3X

Dividends declared
of 181 cents

All comparatives to Dec 07


Key developments…
Economic
"Varied" impact on consumer spending to date
Economic volatility (oil and inflationary pressures)
Currency impact on ZAR reported results of approx 15%
Rollout
Strong delivery on capital expenditure, rollout of ZAR28.3 billion, up 84%
Well positioned in an increasingly competitive environment
Operational evolution
Acquired ISP's
Innovative products, MTN Zone (9 countries)
Backbone rollout including Nigeria, Ghana, South Africa
3G investment – mobile broadband
Access to meaningful cable capacity
US$25 invested in submarine network cables
Centralised procurement tightened including standardisation of network equipment and rationalisation of network suppliers
Actively seeking infrastructure, transmission and site sharing opportunities across operations
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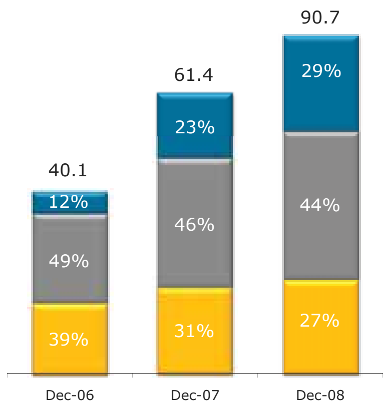
Key developments…

BEE	• Unwind of 13.1% BEE structure • Dividend in specie of 34.1 million shares paid to beneficiaries in Feb 09 • Board decision to postpone new BEE transaction until more conducive trading environment
Expansion opportunities	• Scarcity - expectation gap due to falling prices • Value enhancing opportunities explored
People	• Leveraging diversity within common culture & value framework • Skills investment and talent management • Knowledge share and collaboration

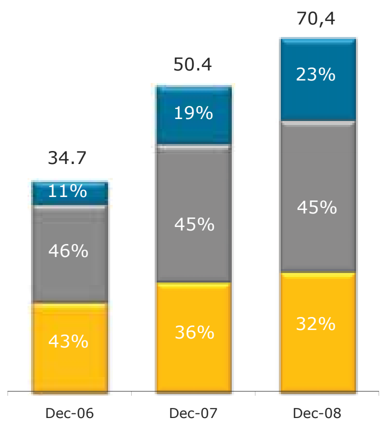
Subscriber contribution by region

MTN Group

Total
(subscriber million)



Proportionate*
(subscriber million)

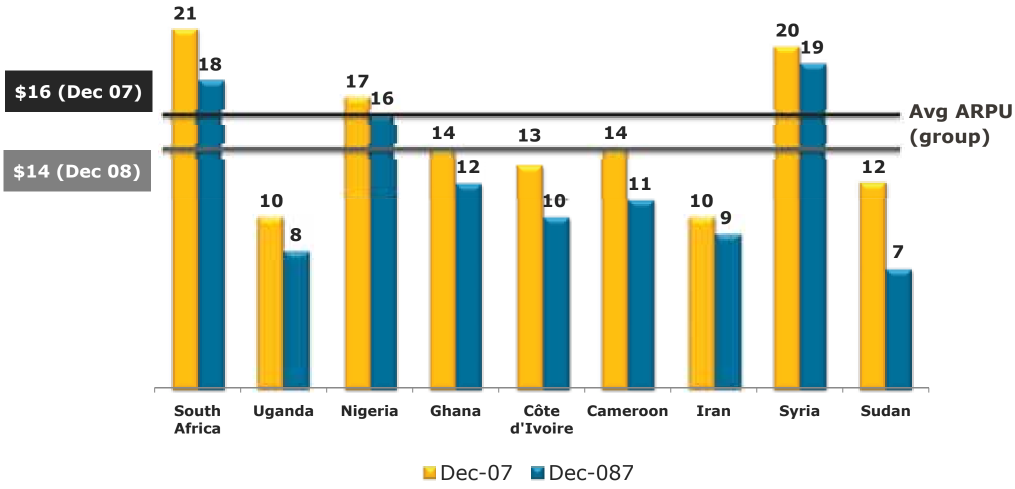


* Based on % ownership

MENA WECA SEA

Increased diversification

Relative ARPU performance



* All ARPUs YTD

EBITDA analysis

		EBITDA Contribution %	EBITDA Margin %
SEA	2007	36	36
	2008	30	34.4
WECA	2007	52	53.8
	2008	59	53.1
MENA	2007	8	23.5
	2008	11	27
*MTN Group	2007	100	43.5
	2008	100	42.1

* Difference in HQ companies

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South & East Africa (SEA) region

Subs 24m (27% group)	Revenue ZAR37,5bn (37% group)	EBITDA ZAR12,9bn (30% group)	PAT ZAR7,3bn (42.7% group)

Rest of region:

Uganda

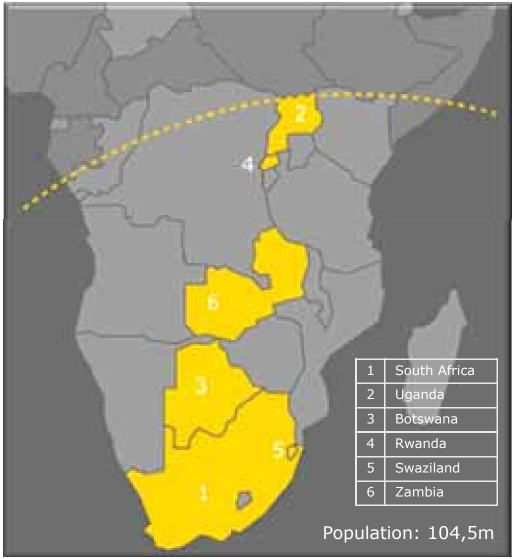
- 5 GSM licenced operators
- Recovery of market share from 50% in June 08 to 52%

Rwanda

- 3rd licence issued
- Network capacity rollout, limited 3G

Zambia

- Increased market share to 25%
- Aggressive network rollout

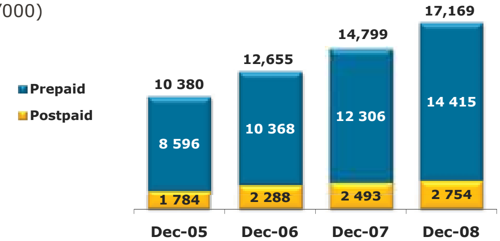


South Africa – operational highlights

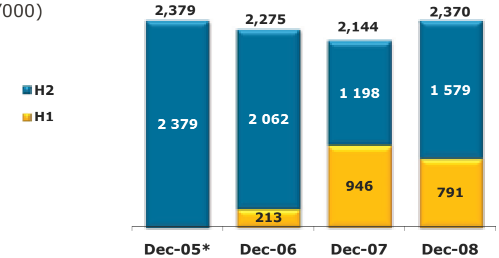
Launched Jun 1994 | Market share 36% | Population 49m | Market sizing 64m (2013) | Penetration 97% | Shareholding 100%

- Continued success of MTN Zone (46% of prepaid base)
  - Introduced off-net
- Postpaid segment still robust
  - MTN Anytime (approx 259k subs)
- Improved distribution
  - Acquisition of the remaining 51% of I-Talk (12 Jan 09)
  - Acquisition of remaining 49% Cell Place acquired (1 Aug 08)
  - Ownership in branded channel now 49%
- Regulatory
  - Licences (ECS and ECNS) issued by ICASA on 15 Jan 09, although still engaging on corrections and omissions
  - Competition Commission (CST's), hearing may commence in H209
  - RICA amendment act published on 9 Jan 09

Subscribers
('000)



Net additions
('000)



* 9 months

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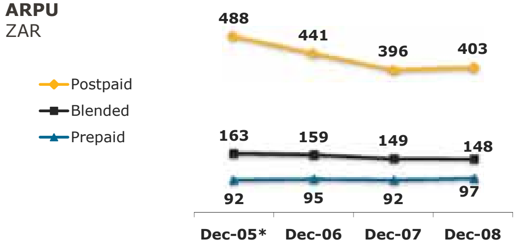
South Africa
– operational highlights

- Increase in prepaid ARPU
  - MTN Zone stimulated revenue (55% of prepaid revenue)
  - Lower denomination still key
- Increase in postpaid ARPU
  - On-biller affecting comparatives
- Blended ARPU affected by mix
- Improved outgoing MOU in H208
  - Outgoing MOU Jun08 -63
  - Attributable to MTN Zone
- Acquisition of Verizon Business (28 Feb 09)
- Well positioned in data (23% market share)
  - To be fully integrated into MTN SA (MTN business)
  - Access to corporate segment



	Dec-05*	Dec-06	Dec-07	Dec-08
Avg. total MOU comprises both incoming and outgoing minutes	129	124	106	102
Outgoing MOU	78	79	65	64

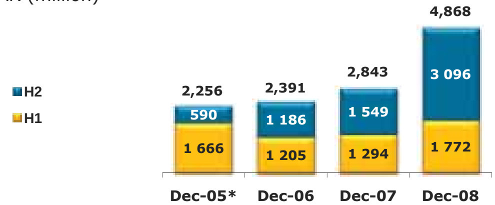
* 9 months

South Africa
– infrastructure and data highlights

- Rollout momentum in H208
- Improved capacity on networks
  - 483 (2G) and 419 (3G) new BTS's
  - 3G coverage ↑ 29% to 35% Voice capacity ↑ by 6.2%
- Deployment of 98 km fibre optic metropolitan network in progress
- 5000km national fibre network
  - Build to start in Q109
  - Tri-build agreement signed
- Improved data focus and offerings
  - 83% of postpaid clients on data packages (Prodata)
  - Zoned data roaming
  - Two new low-end data plans

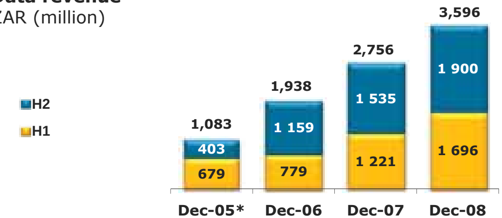
* 9 months

Capex
ZAR (million)



Capex as % of revenue	**14.5**	**9.7**	**10.1**	**15.0**

Data revenue
ZAR (million)



As % of SA revenue (excluding handsets)	**8.2**	**9.0**	**11.0**	**12.4**

West & Central Africa (WECA) region

Subs 40m (44% group)	Revenue ZAR47,7bn (47% group)	EBITDA ZAR25bn (59% group)	PAT ZAR9,9bn (58% group)

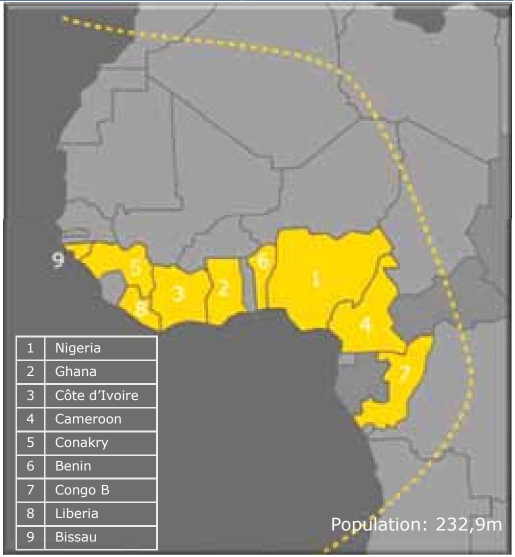
Rest of region:

Côte d'Ivoire

- Strong subs growth in competitive market
- Corporate segment focus
- Acquisition of Afnet (ISP) and Arobase (fixed-line)
- Increased shareholding from 60% to 65%

Cameroon

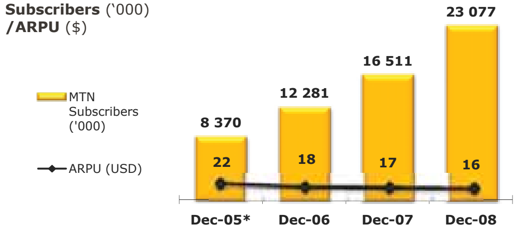
- Sound performance against strong competitor
- Market share increase to 62%
- Innovative product offerings



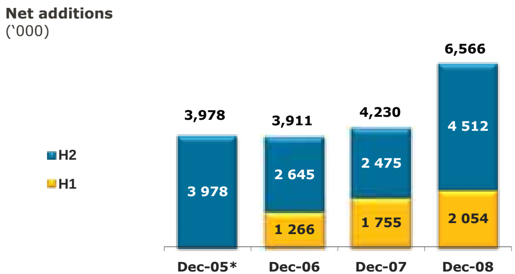
Nigeria – operational highlights

Launched Aug 2001	Market share 44%	Population 143m	Market sizing 107m (2013)	Penetration 36%	Shareholding 76%**

- Significant investment results in improved network quality and capacity
- Strong subscriber growth
  - Well received value proposition (Happy hour XtraCool)
  - New competitor launched in Q408
  - Aggressive competition from PTO's
- Increase in MOU (improved quality)
- Relatively stable APRU (LC ARPU decreased by 6%)
- Seamless roaming launched in Oct 08
- Promotional campaigns ban lifted in Q308
- Naira devaluation



Outgoing MOU	74	53	52	55



** Legal * 9 months

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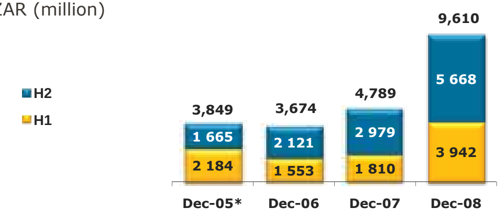
Nigeria
– infrastructure and data highlights

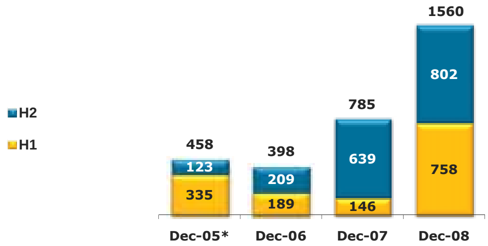
- Network quality remains a priority
  - Committed to overcoming local infrastructure challenges
- 551 (3G) and 1 009(2G)
- Transmission expansion
  - 1170km of new metro and national fibre implemented on key routes
- Focus on data value propositions:
  - Shared data bundles for SMEs and corporate
  - Internet happy hour value price plans
- VGC
  - Integration into MTN Nigeria
  - Revenue growth of 41% from Dec 07
  - Launched high speed broadband, fixed and data services

Capex
ZAR (million)



	Dec-05*	Dec-06	Dec-07	Dec-08
Capex as % of revenue	**42.6**	**24.6**	**23.6**	**30.5**

BTS rollout



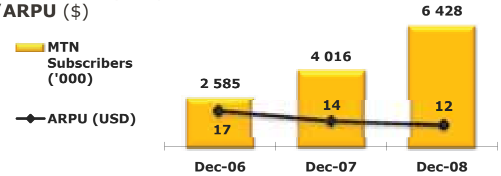
* 9 months

Ghana – operational highlights

Launched Nov 1996	Market share 55%	Population 23,3m	Market sizing 22,5m (2013)	Penetration 50%	Shareholding 98%

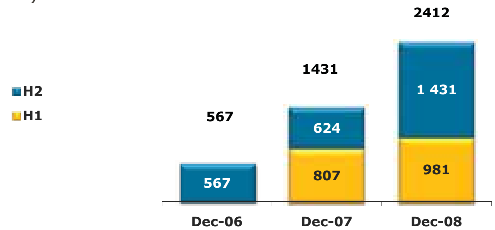
- Increased market share to 55%
  - Enhanced value proposition, MTN Zone (4.6m subs)
  - Seamless roaming
- Increased distribution footprint by 67%
- Increase in MOU
  - Usage based promos (MTN Zone)
- Significantly increased competition
- Declining ARPU (stable LC ARPU)
  - Impact of new airtime tax (CST)

Subscribers ('000) **/ARPU** ($)



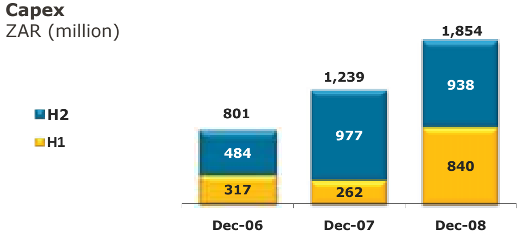
Outgoing MOU	-	104	119

Net additions ('000)

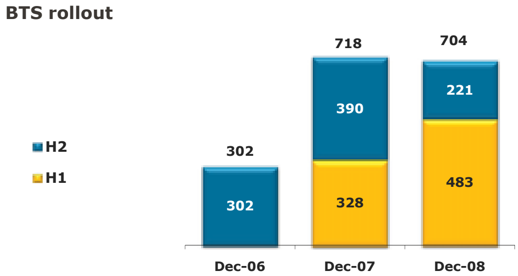


Ghana
– infrastructure and data highlights

- Stepped increase in network capacity
- Fibre backbone /cable
- Significant improved network quality
  - Slow down in H208, resource shortages
- Data initiatives
  - Launch of Blackberry©
  - Data products for higher value customers
  - 100% increase in usage of EDGE



	Dec-06	Dec-07	Dec-08
Capex as % of revenue	28.5	32.8	30.7



Middle East & North Africa (MENA) region

Subs 26m (29% group)	Revenue ZAR17,2bn (17% group)	EBITDA ZAR4,7bn (11% group)	PAT ZAR1,8bn (10.7% group)

Rest of Region:

Yemen

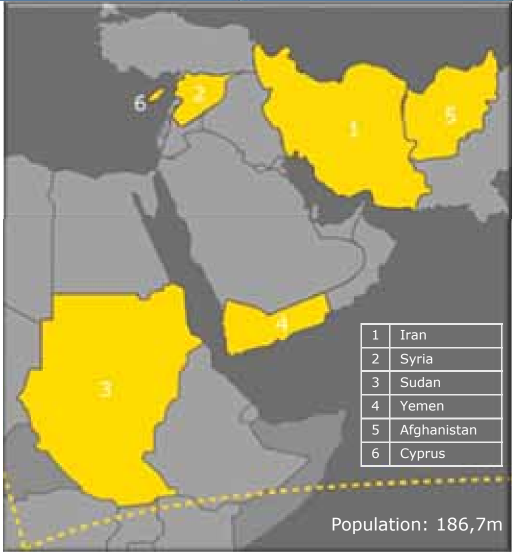
- Maintained leadership position
- New competitor launched in Q408
- New draft of Telecom Law

Afghanistan

- Strong subscriber growth
- Security remains a challenge

Cyprus

- Disposal of 49% of shareholding to Amaracos
- Acquisition of 100% of OTEnet (fixed line) and Infotel (Retail shops)

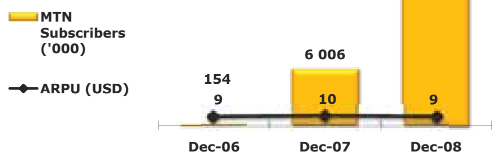


Iran – operational highlights

Launched Dec 2006	Market share 37%	Population 71,9m	Market sizing 53m (2013)	Penetration 61%	Shareholding 49%

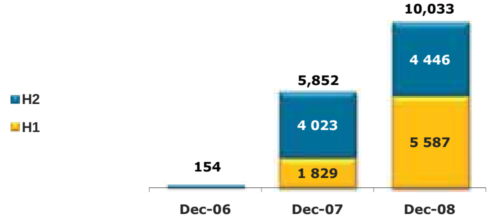
- Strong subscriber growth
  - Attractive tariff plans
- Increase in market share from 23% (Dec07) to 37%
- Strong brand image
- Relatively stable ARPU (10% decrease in LC ARPU)
- Reducing churn and dormancy remains a priority
  - Reward based promos
- Declining MOU
  - Due to removal of promo MOU
- 3rd mobile licence (preferred bidder named)

Subscribers ('000) **/ARPU** ($)



Outgoing MOU	85	92	64

Net additions ('000)



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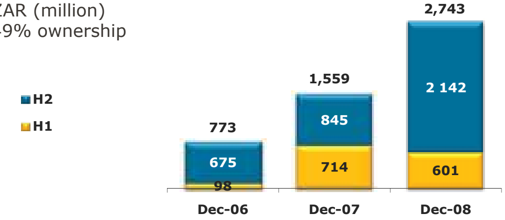
Iran
– infrastructure and data highlights

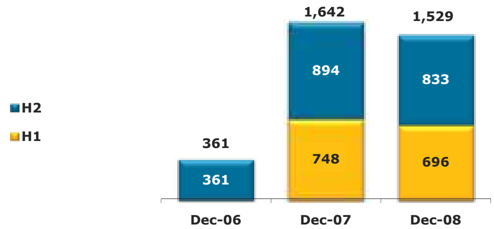
- Improved rollout in H208
  - 465 cities covered (699 in total)
  - 3 010 km of road coverage (5 932km)
- Network quality remains a priority
- IP backbone swapped out
- Wimax licence and spectrum obtained
- Rapid data growth
  - 13.8% of total revenue
  - SMS 92% of data revenue

Capex
ZAR (million)
49% ownership



	Dec-06	Dec-07	Dec-08
Capex as % of revenue	-	116.3	55.6

BTS rollout

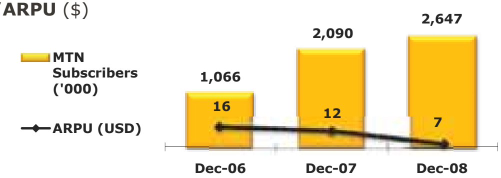


Sudan
– operational highlights

Launched Sep 2005	Market share 28%	Population 38,4m	Market sizing 19m (2013)	Penetration 23%	Shareholding 85%

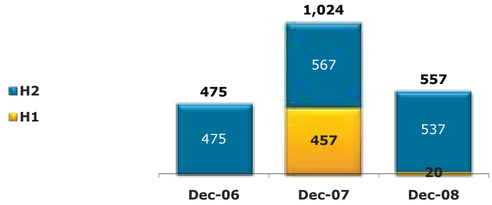
- Improved subscriber growth in Q408
  - Following disconnection of subscribers without personal info (1.1 million subs)
- Regained market share to 28% (25% in Jun08)
  - Bonus SIMS
  - 50% extra credit campaign
  - 4+4 International promos
- Increased competition,
  - Highly subsidised CDMA player
- Improved MOU
- Political instability, increased international attention

Subscribers ('000) **/ARPU** ($)



	Dec-06	Dec-07	Dec-08
Outgoing MOU	93	75	76

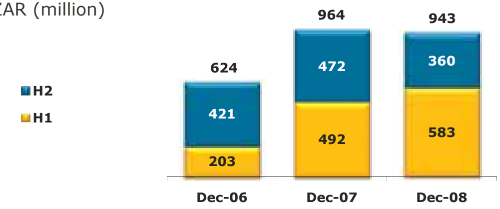
Net additions ('000)



Sudan
– infrastructure and data highlights

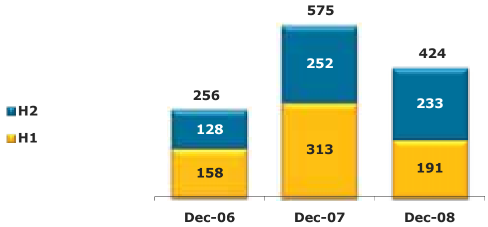
- Increased focus on network, with a swap in vendor
  - Core network (in progress)
  - 3G (in progress)
  - IN (done)
- Rollout in South Sudan commenced
  - Introduced services in major cities
  - New switch inaugurated in South capital city (Juba)
- Improved platforms for products and services including new IN
- Introduce data services in main cities

Capex
ZAR (million)



	Dec-06	Dec-07	Dec-08
Capex as % of revenue	74.0	58.0	57.3

BTS rollout



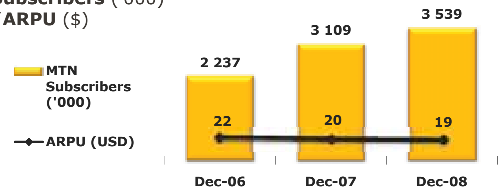
* 9 months

Syria
– operational highlights

Launched Jun 2002	Market share 46%	Population 20,4m	Market sizing 13m (2013)	Penetration 38%	Shareholding 75%

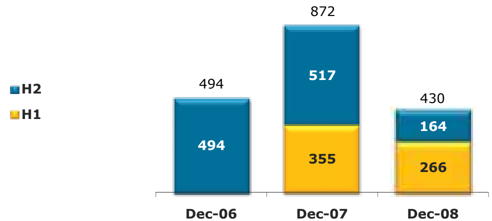
- Stable market share
  - Sight decline in ARPU (12% decline in LC ARPU)
- Managed market
  - High inflation
- Initiatives on segmentation and pricing
  - Packages to attract the youth market
  - Dedicated promos on SMS flat rate
- Improved distribution
  - Optimised distribution channel
  - Revision of commission schemes
- High inflation

Subscribers ('000)
/ARPU ($)



Outgoing MOU	**134**	**130**	**124**

Net additions
('000)



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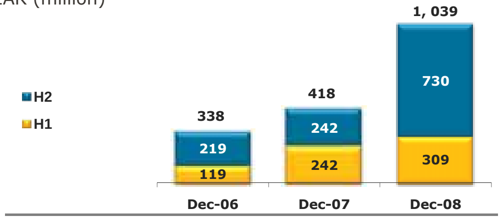
Syria
– infrastructure and data highlights

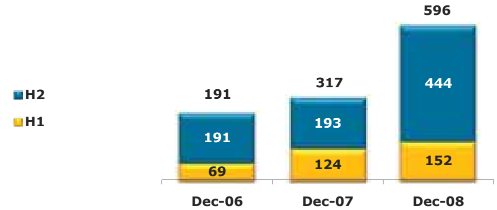
- Network optimisation project
- Rollout gaining momentum
  - 125 (3G) and 471 (2G) BTS's rolled out
- Data as % of rev- 9%

Capex
ZAR (million)



	Dec-06	Dec-07	Dec-08
Capex as % of revenue	**9.8**	**9.0**	**16.0**

BTS rollout

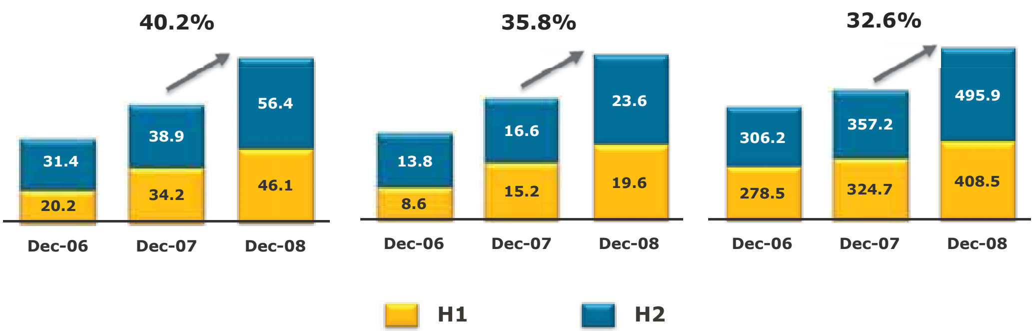


Financial overview

Rob Nisbet, Group Finance Director

Financial trends

Group revenue ZAR billion	Group EBITDA ZAR billion	Adjusted HEPS* cents
CAGR** 36%	CAGR** 34%	CAGR 24%



* Basic headline earnings Dec 08 – 836.5 cents (Dec 07 – 584.8 cents)
Adjustment to reverse the utilisation of previously raised deferred tax and the put option impact
** 2006 Investcom results include 12 months - unaudited

Key accounting considerations

Change in ownership

- Reduced equity shareholding
  - Nigeria from 84.57% to 78.61% - Feb 08
    - Legal interest: 76.08%
    - Proceeds from disposal – US$ 594m
  - Cyprus from 99% to 50% subsidiary – Oct 08
- Increased equity shareholding in Côte d'Ivoire from 60% to 65% – Nov 08 (US$ 38m)
- Acquisitions
  - Côte d'Ivoire: Afnet – May 08 (€ 10.2m)
  - Côte d'Ivoire: Arobase – Sep 08 (€ 7.7m)
  - Cyprus: Infotel – Nov 08 (US$ 18m)
  - Cyprus: Otenet – Nov 08 (€ 6.6m)

FX

- Forex impact: Relative to 2007 Revenue and EBITDA uplift of some 15% (Rand Hedge)
- Functional currency gain after transfer to reserves (IAS21) ZAR 2 441m (2007: ZAR 29m)
- Net forex gain – ZAR 467m (2007: Net forex loss ZAR 775m)
  - Net forex gain excl. Put ZAR 1 193m (2007: Net forex loss ZAR 799m)

Key accounting considerations

Put option

- Impact of put option MTN share ZAR 825m (2007: ZAR 366m)
  - Finance cost – ZAR 344m
  - Fair value adj. – ZAR 74m
  - Forex loss – ZAR 569m
  - Minority share of profits – (ZAR 162m)

Group tax

- Effective tax rate 39.9% (2007:39.5%)
- Total tax ZAR 11 355m
  - Normal tax – ZAR 7 338m
  - Deferred tax – ZAR 3 060m
  - STC and withholding taxes – ZAR 957m
- AHEPS effect (MTN share)
  - Unwind of pioneer status deferred tax assets ZAR 441m (total ZAR 562m)

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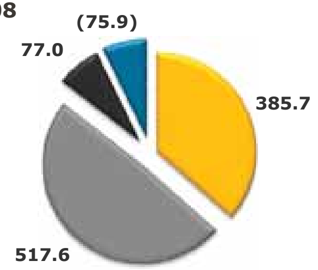
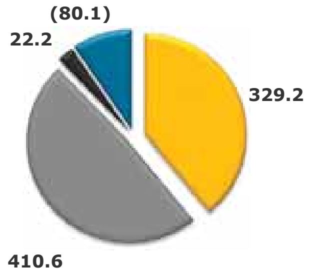
Earnings per share

Cents	Year ended Dec 08	Year ended Dec 07	% change
Basic headline earnings per share	**836.5**	584.8	43.0
Reversal of put option in respect of subsidiary	**44.3**	19.7	124.9
Reversal of the subsequent utilisation of deferred tax asset	**23.6**	89.4	(73.6)
Reversal of deferred tax asset	**-**	(12.0)	-
Adjusted headline earnings per share	**904.4**	681.9	32.6

2008



2007



South & East Africa
West & Central Africa
Middle East & North Africa
Head Office Companies

Exchange rates analysis

	Average (EBITDA)			Closing		
	Dec 08	Dec 07	% var	**Dec 08**	Dec 07	% var
Rand per Dollar	**8.13**	7.04	(15)	**9.35**	6.78	(38)
Nigerian Naira per Dollar	**118.22**	125.98	6	**141.00**	118.40	(19)
Nigerian Naira per Rand	**14.54**	17.89	19	**15.07**	17.46	14
Iranian Rials per Dollar	**9 364.98**	9 300.10	(1)	**9 801.00**	9 446.00	(4)
Iranian Rials per Rand	**1 151.90**	1 320.38	13	**1 047.81**	1 393.05	25
Ghana Cedis per Rand	**0.13**	0.13	-	**0.13**	0.14	7
Sudanese Dinars per Rand	**0.27**	0.28	4	**0.24**	0.30	20
Syrian Pounds per Rand	**5.74**	7.09	19	**4.96**	7.08	30

Income statement

ZAR million	Year ended Dec 08	Year ended Dec 07	% change
Revenue	**102 526**	**73 145**	40.2
EBITDA	**43 166**	**31 845**	35.6
EBITDA MARGIN	**42.1%**	**43.5%**	
Depreciation	(9 939)	(6 774)	46.7
Amortisation	(2 820)	(2 199)	28.2
Profit from operations	**30 407**	**22 872**	32.9
Net finance costs	(1 917)	(3 173)	(39.6)
Share of profits from associates	-	8	-
Profit before taxation	**28 490**	**19 707**	44.6
Income tax expense	(11 355)	(7 791)	45.7
Profit after taxation	**17 135**	**11 916**	43.8
Minority interests	(1 820)	(1 308)	39.1
Attributable profit	**15 315**	**10 608**	44.4

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Revenue analysis

ZAR million	Year ended Dec 08	Year ended Dec 07	% change ZAR	% change LC's
South & East Africa	**37 483**	**31 453**	**19.2**	
South Africa	32 456	28 220	15.0	
Other operations	5 027	3 233	55.5	
West & Central Africa	**47 682**	**30 843**	**54.6**	**31.1**
Nigeria	31 558	20 250	55.8	25.5
Ghana	6 047	4 048	49.4	46.9
Other operations	10 077	6 545	54.0	
Middle East & North Africa	**17 215**	**10 779**	**59.7**	
Iran	4 935	1 341	268.0	216.1
Syria	6 508	4 530	43.7	14.2
Sudan	1 629	1 656	(1.6)	(12.2)
Other operations	4 143	3 252	27.4	
Head Office Companies	**146**	**70**	**108.6**	
Total	**102 526**	**73 145**	**40.2**	

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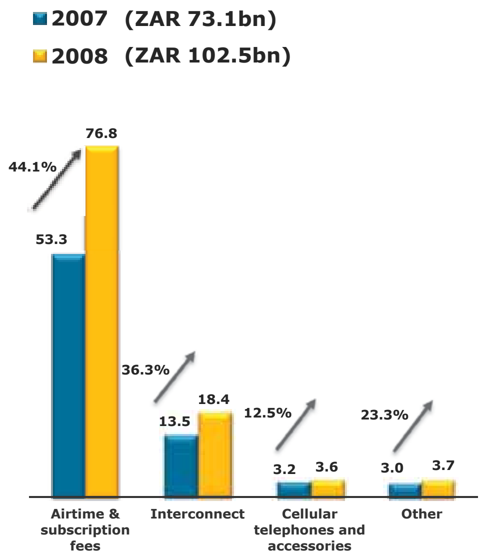
Revenue analysis

- Strong subs growth (Nigeria, Iran, Ghana) drive prepaid airtime increase
- Interconnect revenue
  - Nigeria up 55% on increase in incoming traffic, growth in PTO's subs base
  - Iran up significantly due to strong growth in subs base, increase in average call duration
  - RSA up 10%, mostly mobile termination
- Handsets and accessories
  - RSA up 4% on prior year, contract upgrades and higher prepaid handset volumes (+25%)
  - Continuing growth in low cost handsets



EBITDA analysis

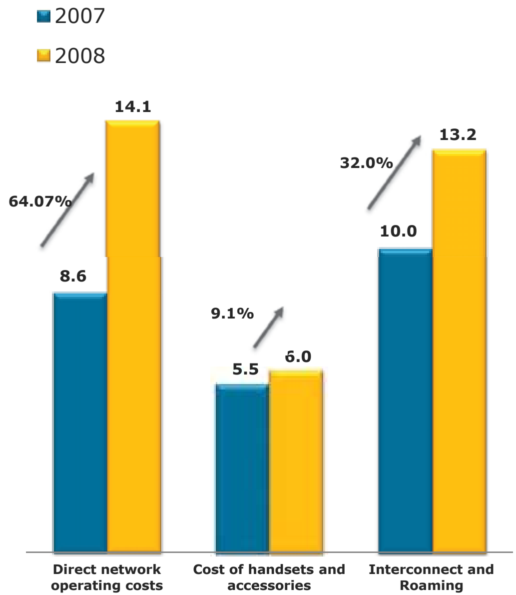
ZAR million	**Year ended Dec 08**	Year ended Dec 07	% change ZAR	% change LC's
South & East Africa	**12 878**	**11 329**	**13.7**	
South Africa	10 654	9 814	8.6	
Other operations	2 224	1 515	46.8	
West & Central Africa	**25 318**	**16 601**	**52.5**	
Nigeria	18 248	11 605	57.2	27.5
Ghana	2 786	2 072	34.5	31.9
Other operations	4 284	2 924	46.5	
Middle East & North Africa	**4 654**	**2 530**	**84.0**	
Iran	1 492	(180)		
Syria	1 829	1 381	32.4	2.4
Sudan	250	576	(56.6)	(60.0)
Other operations	1 083	753	43.8	
Head Office Companies	**316**	**1 385**	**(77.2)**	
Total	**43 166**	**31 845**	**35.6**	

EBITDA margin analysis

ZAR million	**Dec 08 EBITDA margin %**	Dec 07 EBITDA margin %	% pts change
South & East Africa	**34.4**	**36.0**	**(2)**
South Africa	32.8	34.8	(2)
Other operations	44.2	46.9	(3)
West & Central Africa	**53.1**	**53.8**	**(1)**
Nigeria	57.8	57.3	-
Ghana	46.1	51.2	(5)
Other operations	42.5	44.7	(2)
Middle East & North Africa	**27.0**	**23.5**	**4**
Iran	30.2	(13.4)	-
Syria	28.1	30.5	(3)
Sudan	15.3	34.8	(19)
Other operations	26.1	23.2	3
Total	**42.1**	**43.5**	**(1)**

Operating expenses analysis

- Direct network operating costs
  - Higher site lease costs to support network expansion (Nigeria, Iran and Ghana)
  - Increase in revenue share payments in Iran (higher value) and Syria (step-up)
- Handset and accessories (mostly RSA)
  - Increase in prepaid handset volumes
  - Higher value of contract upgrades
  - Increase in prepaid handset subsidy
- Interconnect and Roaming
  - Cost increase in line with growth in subscriber base
  - Growth in mobile to mobile termination at expense of fixed/mobile



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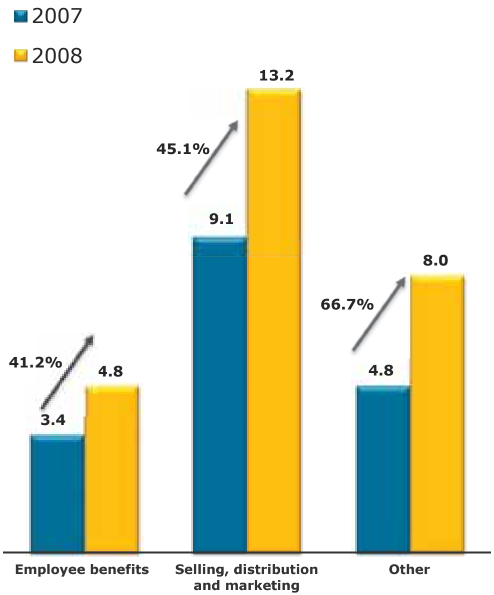
Operating expenses analysis

- Employee benefits
  - Increase in FTE's to support growth, temporary headcount
  - Inflation impact
- Selling, distribution and marketing
  - Increase in commission and discounts in line with revenue growth (Nigeria, Iran, Ghana)
  - Retention strategy in ISP's drive connection incentives higher on increase in volume of upgrades (RSA)
- Other
  - Professional fees on IT outsourcing projects, consulting for marketing analysis and product development



Finance costs

ZAR million	**Year ended Dec 08**	Year ended Dec 07
Finance costs	**(8 644)**	**(5 179)**
Interest paid	(4 173)	(3 151)
Functional currency losses	(337)	(226)
Put option		
- Finance costs	(439)	(273)
- Revaluation of liability *(forex losses)*	(726)	-
- Fair value	(94)	(310)
Forex losses	(2 875)	(746)
Revaluation and settlement of FEC's *(forex losses)*	-	(473)
Finance income	**6 727**	**2 006**
Interest received	2 322	1 336
Forex gains	658	245
Put option - revaluation of liability	-	24
Functional currency gains *(forex gains)*	2 779	255
Revaluation and settlement of FEC's	968	146
Net finance cost	**(1 917)**	**(3 173)**

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Tax considerations - Group

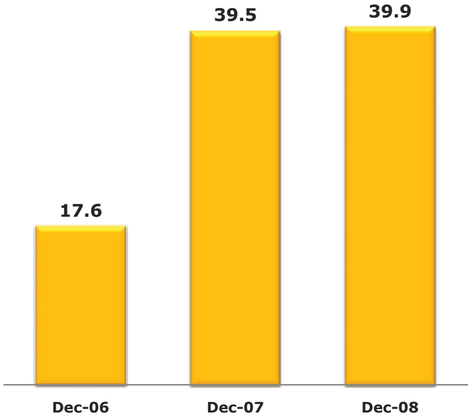
Material reconciling items

• Effective tax rate reconciliation to	28.0%
• Nigerian commencement provisions	4.3%
• STC and withholding taxes	1.9%
• Withholding taxes on post Pioneer profit dividends from MTN Nigeria	1.5%
• Nigeria Put option effect	1.2%
• Other	1.8%

Looking forward Dec 09

- Group effective rate expected in lower to mid 30's based on
  - Effect of Nigeria Put option?
  - STC and withholding taxes

Effective tax rates %



Tax considerations - Nigeria

Material reconciling items:

• Effective tax rate reconciliation to	30.0%
• Education tax	3.6%
• Commencement provisions	7.5%
• Additional deferred tax	2.6%
• Investment allowance relief	(2.1%)

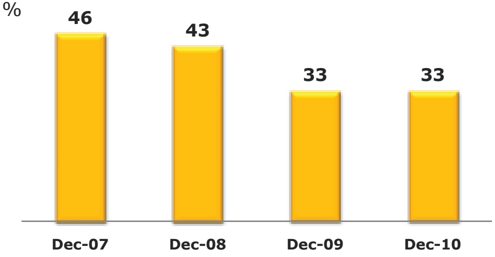
Looking forward Dec 09

- Nigeria effective tax rate expected to be in low 30's. Final impact of commencement provisions taken in 2008

Nigerian tax 2008 (ZAR million)	
Tax	5 012
Normal tax	2 720
Deferred tax	2 292
Effective tax rate	42%

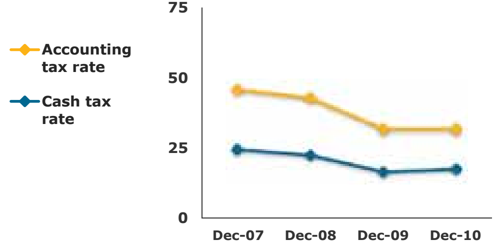
Effective tax rates

%



Nigeria – expected trends in effective tax rates

Illustrative %



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Balance sheet

ZAR million	As at Dec 08	As at Dec 07
Non-current assets	**115 319**	**82 085**
Property. plant and equipment	64 193	39 463
Goodwill and other intangible assets	45 786	38 797
Other non-current assets	5 340	3 825
Current assets	**54 787**	**33 501**
Bank balances	26 961	16 868
Restricted cash	1 778	739
Other current assets	26 048	15 894
Total assets	**170 106**	**115 586**
Capital and reserves	**80 542**	**51 502**
Non-current liabilities	**34 973**	**29 114**
Long term liabilities	29 100	23 007
Deferred taxation and other non-current liabilities	5 873	3 551
Put option	-	2 556
Current liabilities	**54 591**	**34 970**
Put option	3 341	-
Non–interest bearing liabilities	38 760	24 320
Interest bearing liabilities	12 490	10 650
Total equity and liabilities	**170 106**	**115 586**
Net debt	12 851	16 050
Net debt / EBITDA	.30	.50

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Analysis of net debt position

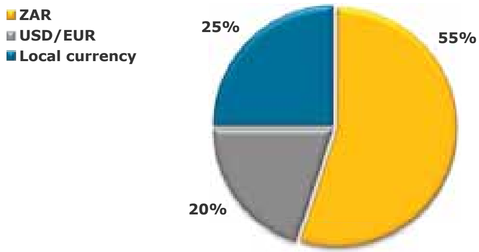
As at 31 Dec 08 ZAR million	Net debt/(cash)	Interest bearing liabilities*	Cash and cash equivalents
South & East Africa	**8 134**	**10 910**	**2 776**
South Africa	7 225	9 201	1 976
Other operations	909	1 709	800
West & Central Africa	**8 402**	**16 695**	**8 293**
Nigeria	7 440	12 985	5 545
Ghana	(1 770)	-	1 770
Other operations	2 732	3 710	978
Middle East & North Africa	**3 598**	**9 347**	**5 749**
Iran	4 949	5 492	543
Sudan	2 032	2 365	333
Syria	(3 536)	664	4 200
Other operations	153	826	673
Head Office Companies	**9 807**	**21 728**	**11 921**
Intercompany eliminations	**(17 090)**	**(17 090)**	**-**
Total	**12 851**	**41 590**	**28 739**

* Including long,short-term borrowings and overdrafts

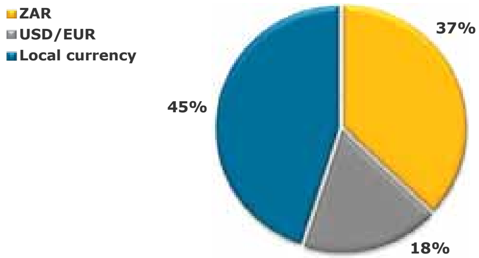
Interest bearing liabilities
as at Dec 08

- Intercompany funding from head office co's of ZAR17.1bn includes:
  - Iran ZAR 4.9bn (49%)
  - RSA ZAR 7.3bn
  - Sudan ZAR 2.1bn
  - Conakry ZAR 0.9bn
  - Uganda ZAR 0.6bn
- Unproductive interest reduced further to ZAR2.5bn from ZAR10.9bn (Dec 08)
- Cash accumulation
  - Holding Co's – July repayment of capital and interest on term loans and Verizon acquisition
  - Syria, Ghana, Nigeria
- Net debt to EBITDA of 0.3x (Dec 07:0.5x)
- Impact of FX

Interest bearing liabilities



Cash and cash equivalents



Cash flow statement

ZAR million	Year ended Dec 08	Year ended Dec 07
Net cash generated by operations	44 836	34 334
Net interest paid	(1 283)	(2 576)
Taxation paid	(6 781)	(4 233)
Dividends paid	(2 536)	(1 675)
Cash inflows from operating activities	**34 236**	**25 850**
Acquisitions of PPE (excluding software)	(26 896)	(14 458)
Other investing activities	(281)	(2 694)
Cash outflows from investing activities	**(27 177)**	**(17 152)**
Cash in/(out)flows from financing activities	**292**	**(2 135)**
Net movement in cash and cash equivalents	**7 351**	**6 563**
Cash and cash equivalents at the beg. of the year	15 546	9 008
Realised gains/(losses) on bank accounts	2 699	(25)
Cash and cash equivalents at the end of the year	**25 596**	**15 546**

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Capital expenditures
ZAR (incl.software)

ZAR million	Actual 2008	Authorised 2009	Actual 2007
South & East Africa	**7 350**	**11 517**	**3 707**
South Africa	4 868	8 150	2 843
Other operations	2 482	3 367	864
West & Central Africa	**15 024**	**19 433**	**7 915**
Nigeria	9 610	11 969	4 789
Ghana	1 854	3 647	1 239
Other operations	3 560	3 817	1 887
Middle East & North Africa	**5 772**	**6 717**	**3 676**
Iran	2 743	3 982	1 559
Sudan	943	606	964
Syria	1 039	742	418
Other operations	1 047	1 387	735
Head Office Companies	**117**	**-**	**50**
Total	**28 263**	**37 667**	**15 348**


Looking forward
Phuthuma Nhleko

Year to date

YTD net additions million (Feb 09)	
South Africa	0,08
Nigeria	2,2
Iran	1,5
Ghana	0,3
Cameroon	0,2
Côte d'Ivoire	0,2
Uganda	0,3

Other considerations

Capital expenditure management	• Current rollout coverage advantage • Continued monitoring of customer spending patterns • Capital expenditure to be tightly monitored
Extraction of cash from foreign operations	• Established track record of extracting cash through dividends and management fees • Managed with reference to local currency markets
Exposure to challenging markets	• Co-invest with local partners • Fully functional local boards, group executive appointment on all local boards • Group risk function • Engagement with regulators • Highly experienced local management teams limit execution risks
FX risk	• Local currency funding maximised to limit asset / liability mismatch • Operations hedge foreign currency requirements where possible

Looking forward

Expansion opportunities	• Actively seeking value-accretive opportunities in emerging markets • Potential to act as consolidator in current market environment
Rollout	• Tightly monitored capital expenditure, to ensure appropriate levels of capacity and quality of service for enlarged market potential
Operational evolution	• Optimise cash and operational efficiencies • Ensuring the Group is well positioned to benefit from a rapidly evolving technology market while maximising infrastructure sharing
Regulatory	• Engage positively with regulatory authorities • Regulatory certainty will improve investment case

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Subscriber guidance 2009

	Net additions guidance at Dec 09
South Africa	2 000
Nigeria	6 000
Ghana	1 100
Iran	6 000
Syria	400
Sudan	1 100
Rest	6 000
	22 600


Thank you
Questions

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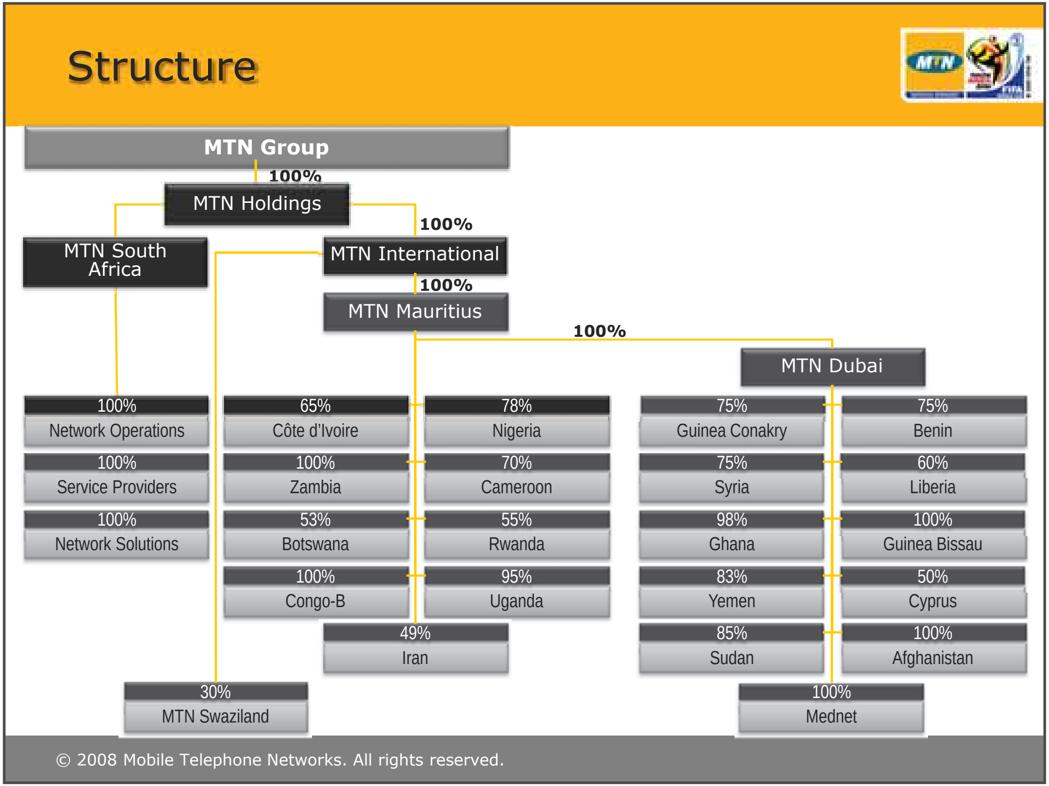
MTN Group Limited

Annexures


Structure
MTN Group
100%
MTN Holdings
MTN South Africa
100%
MTN International
100%
MTN Mauritius
100%
MTN Dubai
100%
Network Operations
100%
Service Providers
100%
Network Solutions
65%
Côte d'Ivoire
100%
Zambia
53%
Botswana
100%
Congo-B
78%
Nigeria
70%
Cameroon
55%
Rwanda
95%
Uganda
49%
Iran
30%
MTN Swaziland
75%
Guinea Conakry
75%
Syria
98%
Ghana
83%
Yemen
85%
Sudan
75%
Benin
60%
Liberia
100%
Guinea Bissau
50%
Cyprus
100%
Afghanistan
100%
Mednet
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MTN – data sheet part 1

	Group	SEA	WECA	MENA	RSA	Nigeria	Ghana	Sudan	Syria	Iran
Market overview										
Population (m)		104.5	232.9	186.7	48.9	143.3	23.3	38.4	20.4	72.0
Mobile penetration (%)					97	36	50	23	38	61
Market position					2	1	1	2	2	2
Number of operators	75	18	39	18	3	4	6	3	2	3
Operational data										
Subscribers (‘000)	90 653	24 032	40 274	26 346	17 169	23 077	6 428	2 647	3 539	16 039
ARPU (USD)					18	16	12	7	19	9
Outgoing MOU (mins)					64	55	119	76	124	64
Market share (%)					36	44	55	28	46	37
Key financials (Rm)										
Revenue	102 526	37 483	47 682	17 215	32 456	31 558	6 047	1 646	6 508	4 935
EBITDA	43 166	12 878	25 318	4 654	10 654	18 248	2 786	261	1 829	1 492
EBITDA margin (%)	42.1	34.4	53.1	27.0	32.8	57.8	46.1	15.9	28.1	30.2
CAPEX	28 263	7 350	15 024	5 772	4 867	9 610	1 854	943	1 039	2 743
DEPRECIATION	9 939	2 081	6 073	1 772	1 529	4 536	504	375	639	452
AMORTISATION	2 820	399	1 624	773	146	331	725	136	269	141

MTN – data sheet part 2 (SEA)

	Sub Total	RSA	Botswana	Zambia	Swaziland	Uganda	Rwanda
Shareholding (%)		100	53	100	30	95	55
Licence period (years)		20	15	15	10	20	13
Market overview							
Population (m)	104.5	48.9	1.8	13.0	1.0	30.1	9.7
Mobile penetration (%)		97	82	21	54	22	12
Market position		2	1	2	1	1	1
Number of operators		3	3	3	1	5	3
Market size (m) (2012)	98.5	64.2	2.0	10.1	0.8	16.8	4.5
Operational data							
Subscribers (‘000)	24 032	17 169	969	693	519	3 523	1 159
ARPU (USD)		18	13	11	14	8	11
Market share (%)		36	60	25	100	52	91

MTN – data sheet part 3 (WECA)

	Sub Total	Nigeria	Ghana	Cameroon	Congo B	Benin	G. Bissau	G. Conakry	Liberia	Cote d'Ivoire
Shareholding (%)		76	98	70	100	75	100	75	60	65
Licence period (years)		15	15	15	15	10	10	18	15	20
Market overview										
Population (m)	232.9	143.3	23.3	17.7	3.7	8.3	1.5	9.9	3.3	21.9
Mobile penetration (%)		36	50	33	59	35	28	22	23	41
Market position		1	1	1	2	1	1	1	1	1
Number of operators		4	6	3	3	6	3	5	4	5
Market size (m) (2012)	170.5	107.1	22.5	9.5	3.9	4.9	1.1	4.0	1.7	15.8
Operational data										
Subscribers ('000)	40 274	23 077	6 428	3 574	823	1 010	343	970	486	3 562
ARPU (USD)		16	12	11	18	15	11	10	14	10
Market share (%)		44	55	62	38	35	82	44	65	40

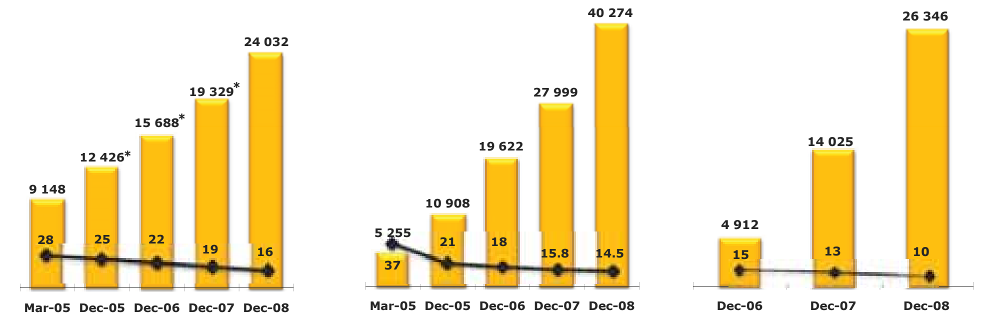
MTN – data sheet part 4 (MENA)

	Sub Total	Sudan	Iran	Afghanistan	Cyprus	Syria	Yemen
Shareholding (%)		85	49	100	50	75	83
Licence period (years)		20	15	15	20	15(BOT)	15
Market overview							
Population (m)	186.7	38.4	72.0	32.3	0.9	20.4	22.6
Mobile penetration (%)		23	61	21	90	38	22
Market position		2	2	2	2	2	1
Number of operators		3	3	4	2	2	4
Market size (m) (2012)	112.1	19.1	53.0	15.0	1.0	12.7	11.3
Operational data							
Subscribers (‘000)	26 346	2 647	16 039	2 104	158	3 539	1 859
ARPU (USD)		7	9	6	44	19	8
Market share (%)		28	37	30	19	46	38

MTN – regional growth

Subscribers/ARPU

SEA | **WECA** | **MENA**



* Restated

Subscribers ('000)
ARPU (US$)

Pre-Dec 05. subscribers are ARPU based on 30 day activity window

Pre-Dec 06. subscribers exclude Investcom operations

Depreciation and amortisation analysis

ZAR million	Depreciation: Year ended Dec 2008	Depreciation: Year ended Dec 2007	Amortisation: Year ended Dec 2008	Amortisation: Year ended Dec 2007
South & East Africa	**2 081**	1 659	**399**	317
South Africa	**1 529**	1 260	**146**	109
Other operations	**552**	399	**253**	208
West & Central Africa	**6 073**	4 045	**1 624**	1 257
Nigeria	**4 536**	3 134	**331**	251
Ghana	**504**	327	**725**	595
Other operations	**1 033**	584	**568**	411
Middle East & North Africa	**1 772**	1 065	**773**	601
Iran	**452**	175	**141**	98
Sudan	**375**	200	**136**	117
Syria	**639**	506	**269**	196
Other Operations	**306**	184	**227**	190
Head Office Companies	**13**	5	**24**	24
Total	**9 939**	6 774	**2 820**	2 199

Administration

Registration number: 1994/009584/06 **ISIN code:** ZAE 0000 42164 **Share code:** MTN

Directorate: MC Ramaphosa (Chairman), PF Nhleko* (Group President and CEO), DDB Band, RS Dabengwa*, KP Kalyan, AT Mikati, RD Nisbet*, MJN Njeke, JHN Strydom, AF van Biljon, J van Rooyen **Executive*

Company secretary: SB Mtshali, 216 – 14th Avenue, Fairland, 2195. Private Bag 9955, Cresta, 2118

Registered office: 216 – 14th Avenue, Fairland, 2195

American Depository Receipt (ADR) programme: Cusip No. 62474M108 ADR to ordinary share 1:1

Depository: The Bank of New York, 101 Barclay Street, New York NY 10286, USA

Office of the South African registrars: Computershare Investor Services (Proprietary) Limited (Registration number: 2004/003647/07). 70 Marshall Street, Johannesburg, 2001. PO Box 61051, Marshalltown, 2107

Joint auditors: PricewaterhouseCoopers Inc., 2 Eglin Road, Sunninghill, 2157 Private Bag X36, Sunninghill, 2157 and SizweNtsaluba VSP, 20 Morris Street East, Woodmead, 2146. PO Box 2939, Saxonwold, 2132

Sponsor: Deutsche Securities (SA) (Proprietary) Limited

E-mail: investor_relations@mtn.com

We can't wait. Lets go 2010.

These results can be viewed on www.mtn.com