



MTN Group Limited

Final results for the year ended 31 December 2011



everywhere you go

Agenda



Strategic and operational overview

Sifiso Dabengwa

Group President and CEO

Financial overview

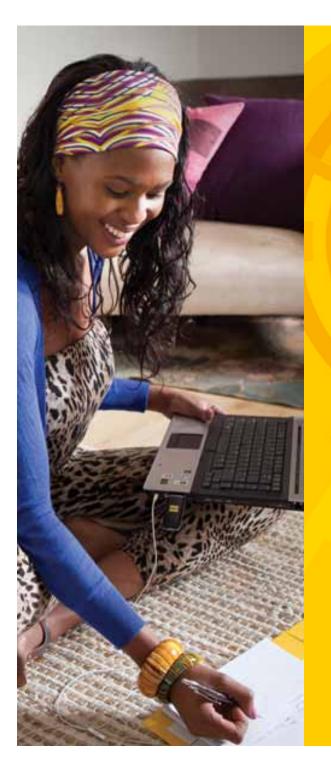
Nazir Patel

Group Chief Financial Officer

Looking ahead

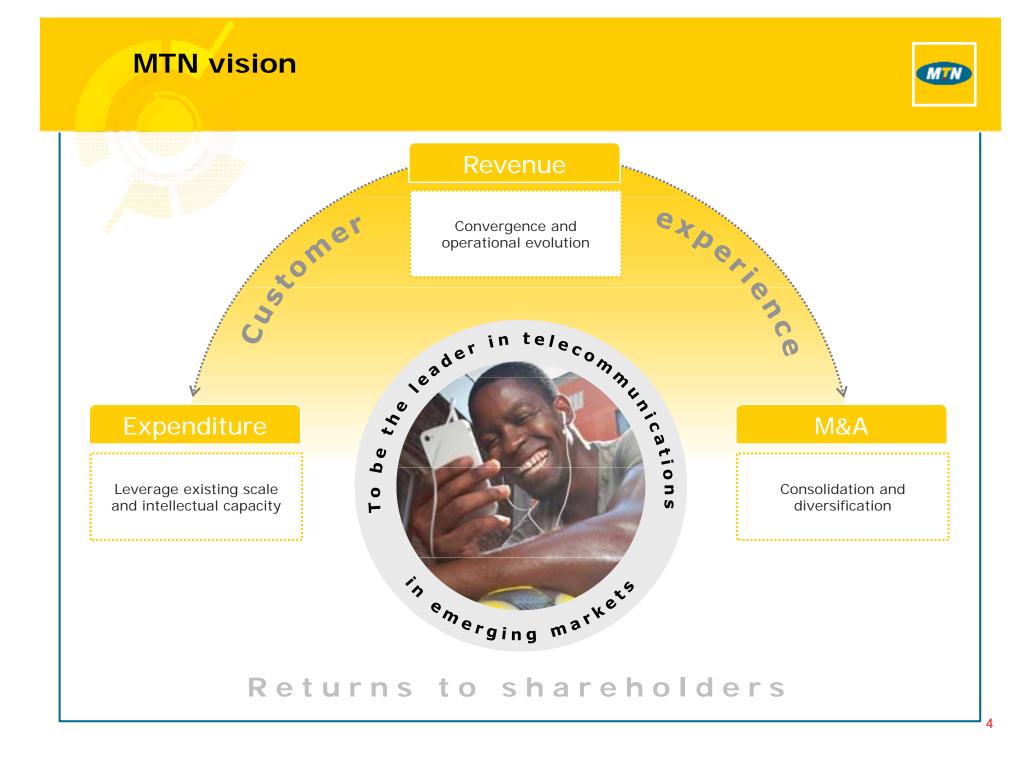
Sifiso Dabengwa

Group President and CEO



Strategic and operational overview

Sifiso Dabengwa Group President and CEO



Strategic considerations Shareholder return strategy

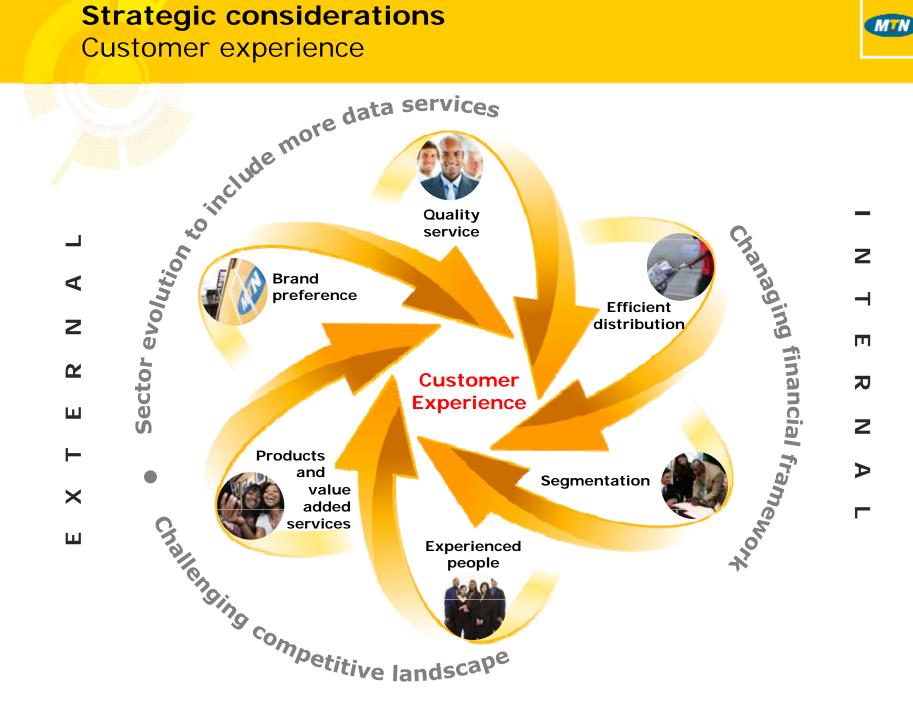




- Using both ordinary dividends and buybacks MTN is able to return cash to shareholders a part of a sustained returns strategy
- Dividend payout ratio increased to 70%
- During 2011, R927,3 million of MTN shares were bought back as part of returns strategy
- Buybacks will continue to be implemented as and when appropriate

Strategic considerations





Strategic considerations Revenue growth and service delivery



Voice



- Airtime and subscription is 66% of total revenue
- Lower MTR rates impacting revenue
- Maintain market share as tariffs decline
- Improved voice offerings and segmentation
- Distribution of low cost handsets
- Elasticity requires more capex



Data and related services

- Data and sms is 12.8% of total revenue
- Mobile money 6m subs in 12 countries
- Partnership model preferred
- Coordinated data and related services remains a priority
- Segmented device strategy key
- Applications platform
- Capex to support growth

ICT evolution



- Infrastructure investments in progress incl cable and service delivery platforms
- Leverage and integrate Business Solutions footprint
- Key products and services

• Access

- Managed network services
- Managed hosted services "in the cloud"
- M2M

Strategic considerations Cost optimisation



Cost optimisation initiatives



Procurement transformation project

- Good progress on equipment prices
- A more centralised model to be established in H112

Growth of IT shared services initiative

- SEA IT hub operational Uganda and Zambia
- Further integration anticipated
- Infrastructure sharing strategy
 - Ghana tower sale completed, sale of 1 856 sites concluded
 - · Agreement on establishing Ugandan tower company concluded
- Back office centralisation planning
- Accelerated implementation of hybrid systems to reduce dependence of diesel

Strategic considerations M&A outlook and priorities



In country



- Changes in local ownership –including localisation and increased ownership
- Changing business model

 cost optimisation and revenue opportunities such as tower deals
- Licences and spectrum

Multiple transactions running

Expanding footprint



- Priority Africa & ME
- Bolt on stand alone remains a strategic priority
- Scale and size of opportunity
- Number 1 or 2 operator

Transformational



- Execution risk
- Limited number of potential opportunities
- Transformational M&A considered only on an opportunistic basis

Continue to seek opportunities

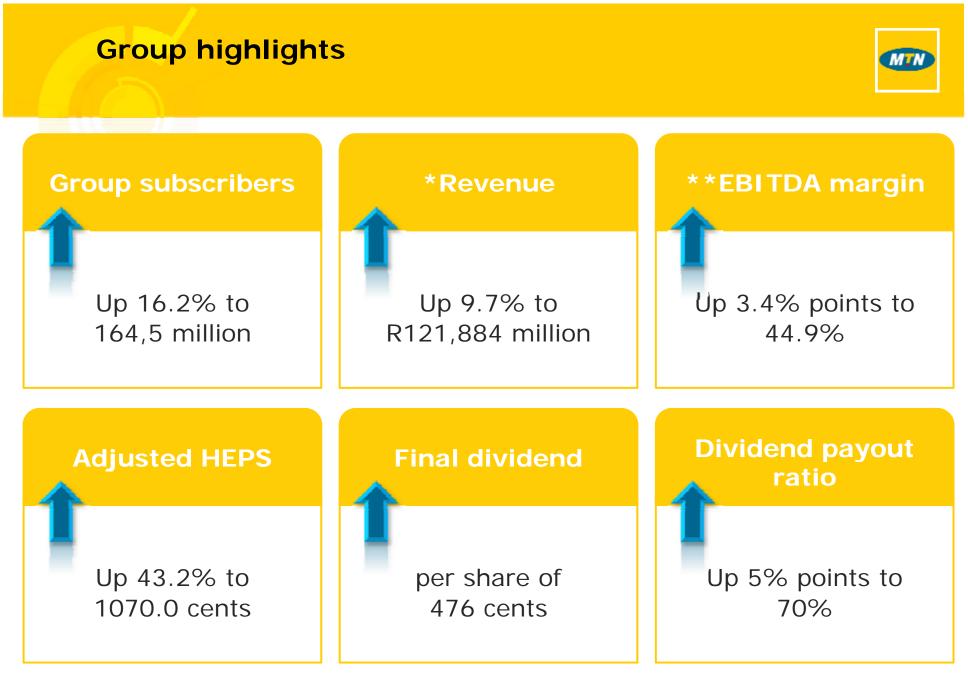
Limited opportunities

General considerations for any M&A

• Financial discipline

Fit with organisational strategy

Governance and risk



* Constant currency, restated using 2010 average exchange rates

**2011 includes the sale of towers in Ghana (R1,185m) and 2010 excludes the MTN Zahkele transaction (R2,973m)

Key for the period under review



Competitive landscape

- Tariff competition impacting traffic on networks and revenue
- Effective tariff down in Nigeria, Ghana, Uganda and South Africa
- Relatively stable tariffs in Iran
- Elasticity < 1

Country backdrop

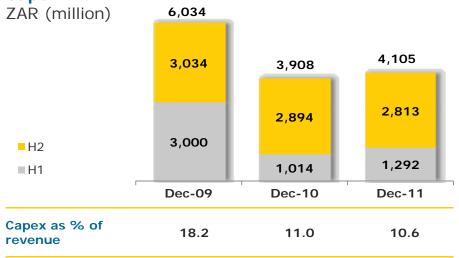
- Improved performance in Sudan 2,5m net adds
- Cote d'Ivoire showed strong operational recovery in H211
- South Sudan licence process ongoing
- Ongoing unrest in ME impacting business environments in Yemen and Syria
- Ongoing and increasing sanctions in Iran require additional attention

Sout	h Afri	ca				MIN	
Launched Jun 1994	Market sha	are 34.1%	Population 50.9m	Market sizing 80m (2014)	Penetration 120%	Shareholding 100%	
Subscribers ('000)/ARPU(ZAR) Prepaid Postpaid Outgoing MOU	16,067 13,044 1 <u>45</u> 3,023 Dec-09 64	18,842 15,477 152 3,365 Dec-10 71	18,199 <u>134</u> 3,834	 Postpaid hybrid up 32.6% Stable market share Total rev generating minutes up 6.4 Reduction in interconnect rate to 73 		•	
Revenue ZAR (million) •H2 •H1	33,149 16,960 16,189 Dec-09	35,822 18,687 17,135 Dec-10	20,454 18,143	 Smartphone 10,9 million Airtime and by prepaid Interconnect 	sms) up 27.7% es up 128% to 3 data users subscription up ct down 9.8% riff down 8%		
Data (incl. SMS as % of SA revenue (excl. handsets))	14.8	19.0	21.4		45.3%, driven	oy volume and	

South Africa (cont)



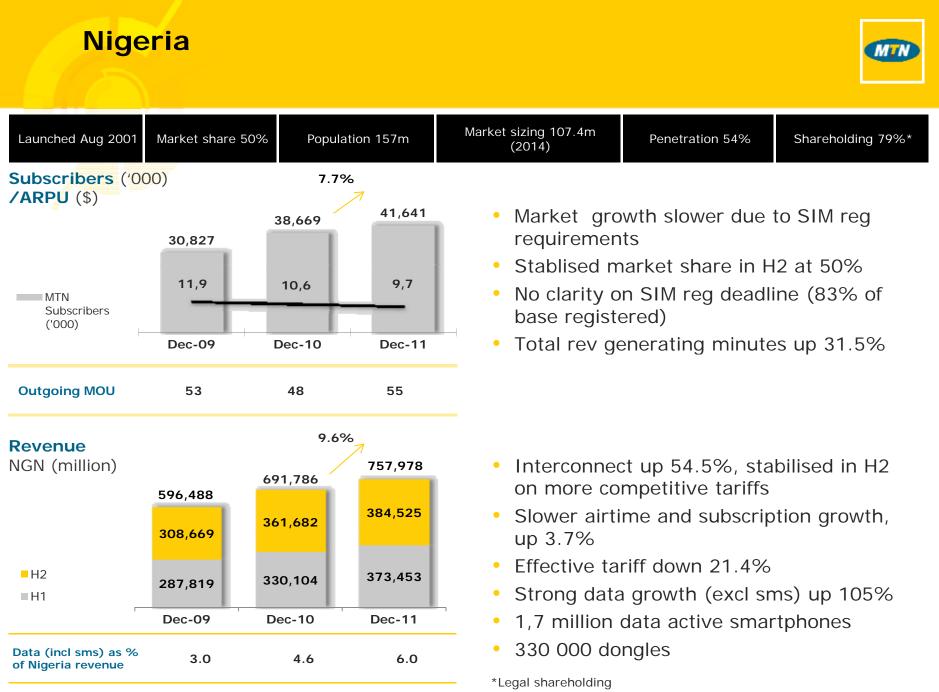
Capex



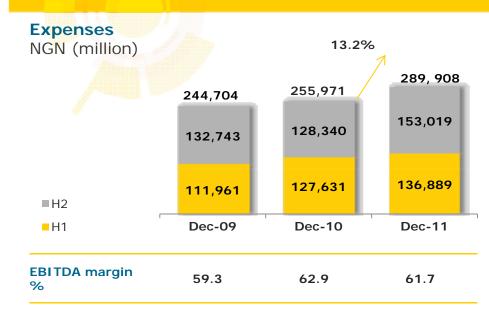
- Tight cost control on network operating costs
- Reduction in professional and consulting fees
- Insourcing of some IS costs
- Interconnect cost down 6.8%

- Continued network modernisation
- Fibre national long distance projects progressing
- LTE trials
- Self provisioning
- Frequency decision delayed by ICASA

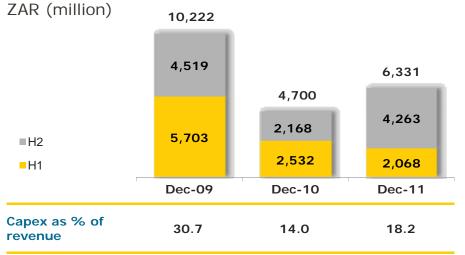
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Nigeria (cont)

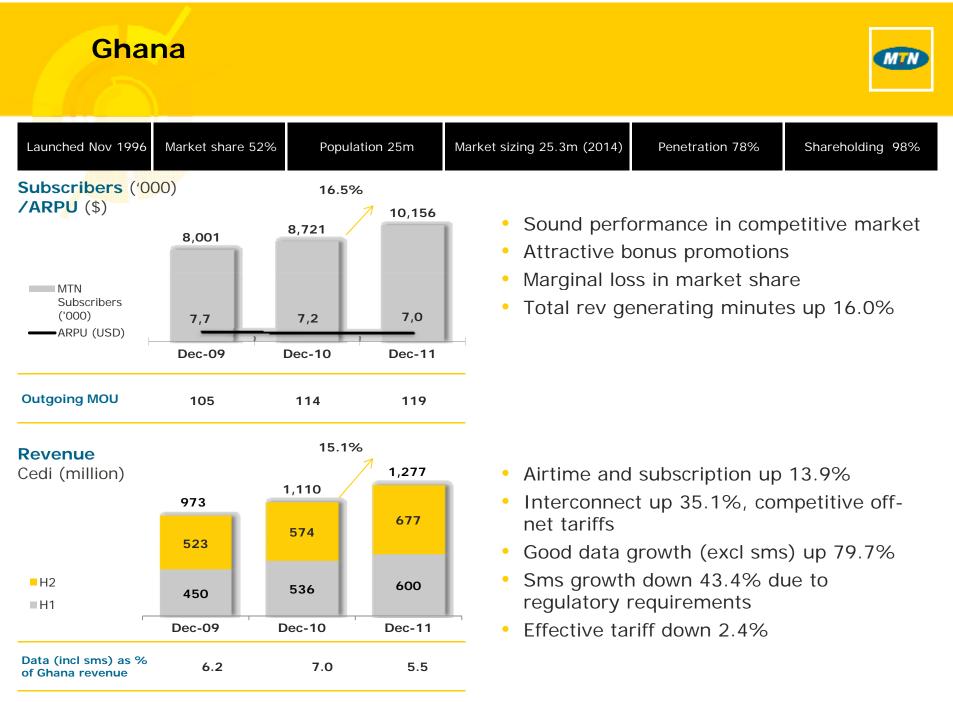


Capex

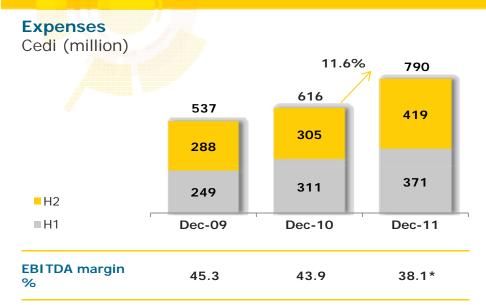


- Increase of 25% in average diesel price
- Deploying hybrid power systems
- Rent and utilities up 17.8%
- Transmission costs down 5.1% following the commencement of Main One
- Interconnect costs up 28.7%

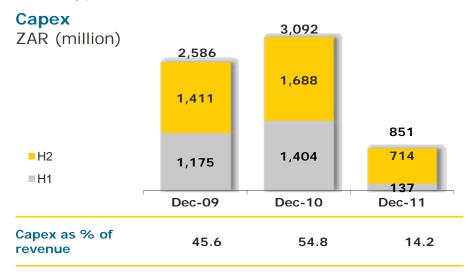
- Improved rollout in H2
- Increased attention to ensure quality
- Busy hour congestion approx 1%
- Continued fibre rollout to support data strategy



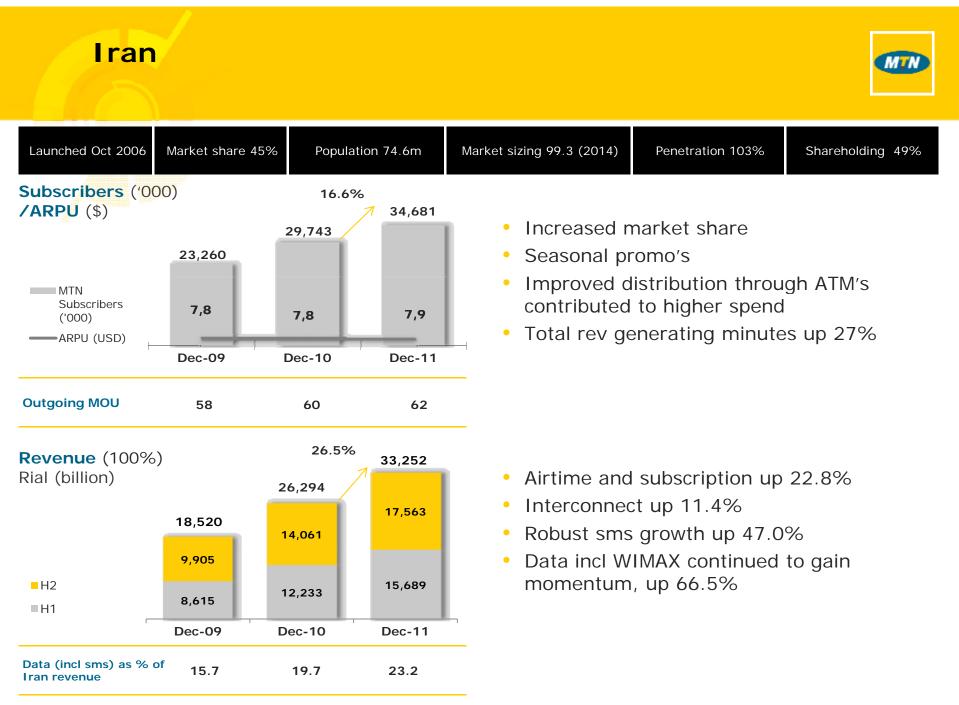
Ghana (cont)



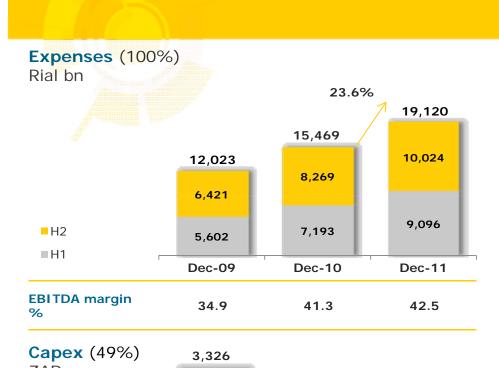
*Excluding profit from sale of towers



- Transmission costs up 52.9%
- Rent and utilities up 46.5%
- Distribution and commission up 8.1%
- Interconnect costs up 64.0% due to tariff trends in the market
- Expenses down 37.1% incl profit from sale of towers (Cedi 403)
- Full impact of tower leases to be reflected in 2012
- Completion of the sale of towers
- Improved capacity and quality of service, which remains a priority
- Busy hour congestion 3.4%



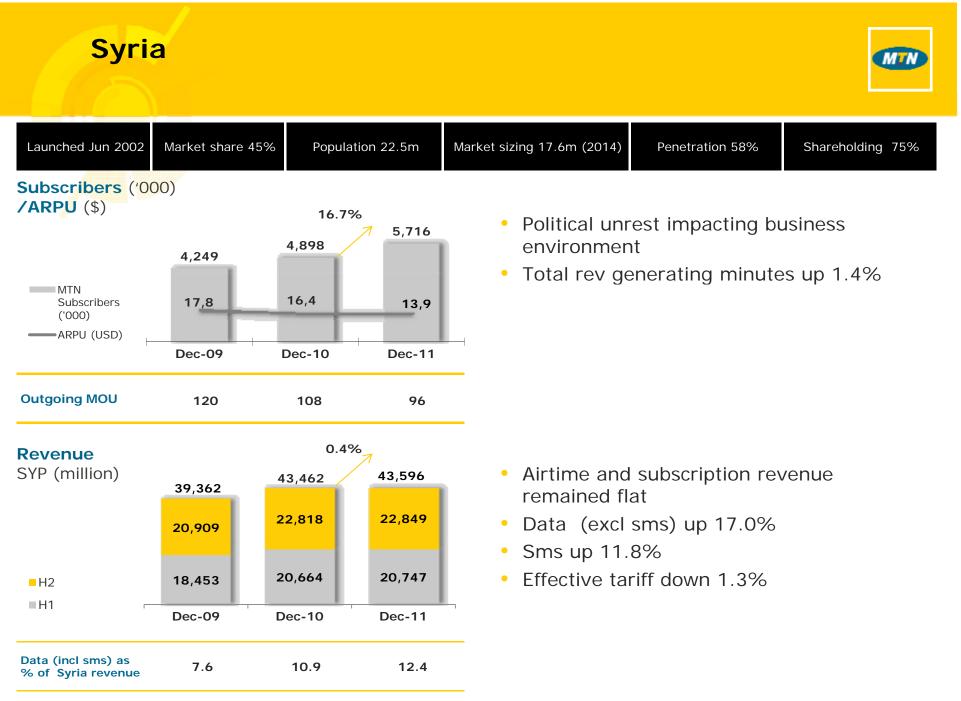
Iran (cont)



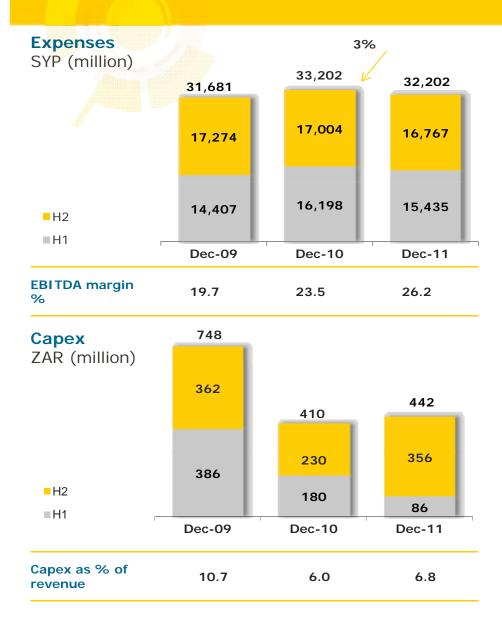
ZAR m 2,282 1,661 1,168 765 755 H2 1,044 896 ■H1 413 Dec-09 Dec-10 Dec-11 Capex as % of 43.6 18.1 10.6 revenue

- Well maintained cost base
- Lower distribution and commission unit costs due to continued push of logical airtime
- Higher rent and utilities due to high price hikes in electricity and higher fuel costs

- Projects slower due to delay in equipment delivery
- Increased population and geographic coverage
- Improved quality networks
- Continued WIMAX coverage



Syria (cont)



- Distribution and commission costs down 52.7% due to lower sales
- Tighter cost management

- Delay in licence conversion
- Lack of availability of equipment and security concerns delayed rollout and maintenance in H1

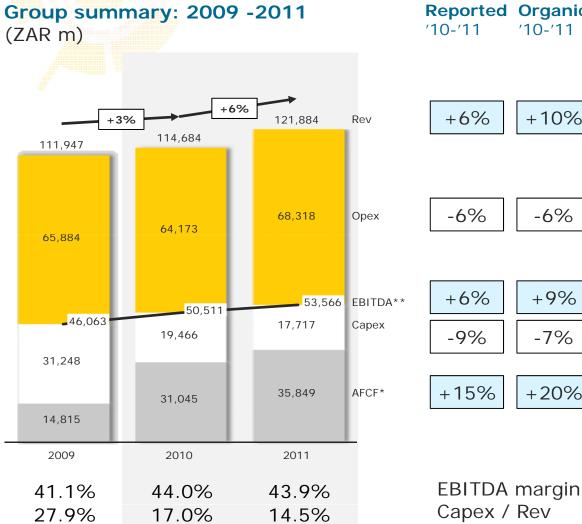
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Financial overview

Nazir Patel Group Chief Financial Officer

Financial highlights (adjusted) Strong organic and free cash flow growth



Reported Organic '10-'11 '10-'11

-6%

-9%

+10%

-6%

+9%

-7%

+20%

ZAR strength impacted reported results

- Weaker avg ZAR/USD in H2 (R7,51) vs H1 (R6,80)
- EBITDA grew 6% YOY mainly due to revenue growth
 - EBITDA excludes profit on Ghana tower sale of ZAR 1,185m
 - Margin including tower profit 44.9%
- Capex lower vs authorised mainly due to delay in projects and outstanding orders in H1
- Strong free cash flow, 15% growth YOY, due to higher EBITDA and reduced capex
- Buy back of 6,7m shares completed, totaling ZAR 927.3m
- Dividend payout 70%

*EBITDA less capex (approximates free cash flow)

**Excl Ghana tower profit ZAR 1,2bn (2011) and Zakhele ZAR 3bn (2010)

Key accounting considerations



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Change in ownership

- Nigeria shareholding increased from 76.08% to 78.83% Aug 11 (settlement of IFC put option - USD 358m)
- Ghana tower sale 1st phase May 11, 2nd phase Aug 11, and final phase Dec 11 (ZAR 1,185m)
- Rwanda shareholding increased from 55.0% to 80.0% Oct 11 (USD 59m)
- Zambia shareholding reduced from 90.0% to 86.0% Apr 11, consolidating 97.8% (USD 6,2m)
- Full investment in Supercell disposed Feb 11

Put options

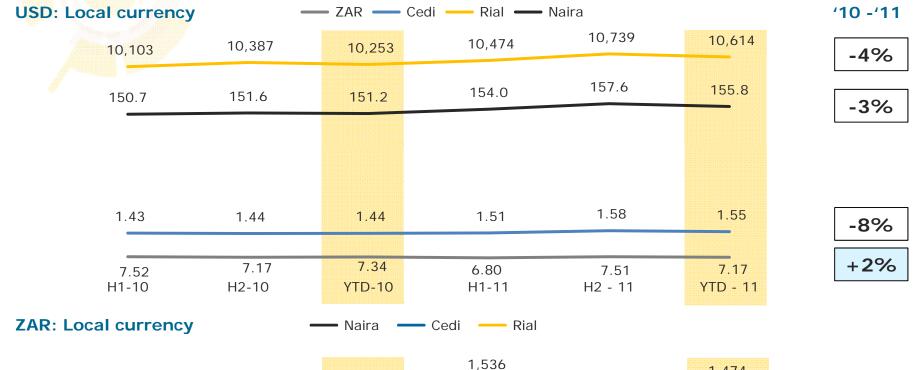
Put options impact:

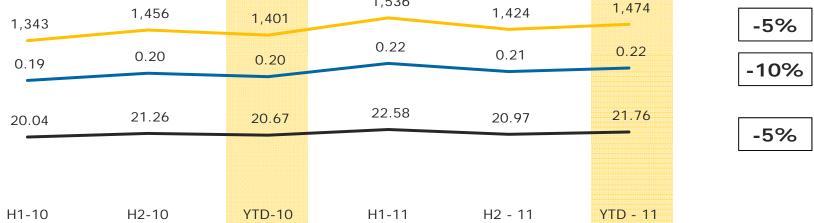
- Nigeria (settled Aug 11)
 - Finance costs ZAR 254m
 - Fair value adjustment (ZAR 266m)
 - Forex loss ZAR 205m
 - Non-controlling interests' share of profits (ZAR 138m)
- Afghanistan
 - Forex loss (ZAR 31m)
 - Non-controlling interests' share of profits ZAR 2m

Taxation

- Group effective tax rate of 36.8% mainly due to:
 - STC 3.11%
 - Withholding taxes 3.55%
 - Disallowed expenses 1.61%

FX trends (average rate) Positive impact of H2 ZAR cross rate on reported results



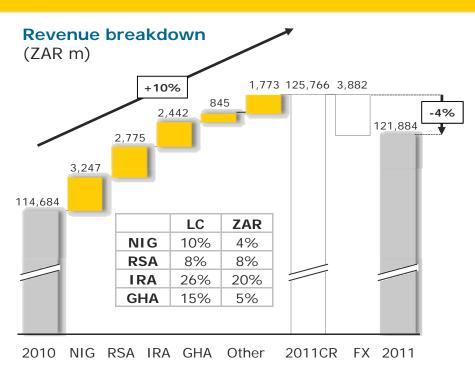


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Revenue Organic growth impacted by strong ZAR



- Group revenue up 6% on higher interconnect, data, sms and handset revenue
- Revenue at constant prior year FX rates would be 10% higher than prior year

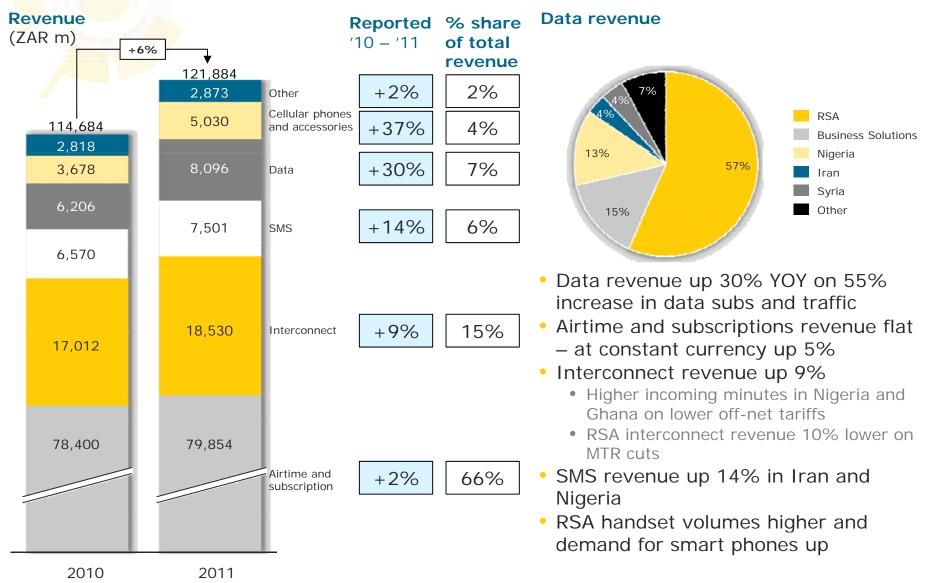


2011CR is at constant prior year FX rate

- **Nigeria**: driven by interconnect, data and airtime
- **RSA**: strong growth in the prepaid segment and data revenue (up 28% YOY)
- Iran: driven by subscriber growth, sms and stable ARPU
- **Ghana**: driven by subscriber growth, data and interconnect

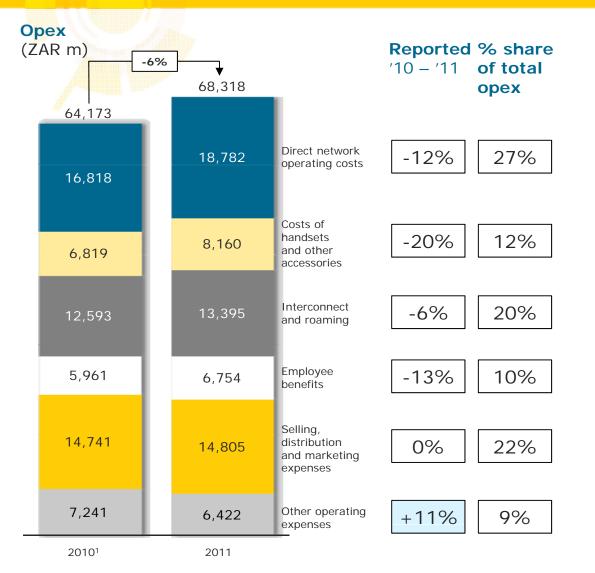
Revenue Strong data growth





Operating expenditure



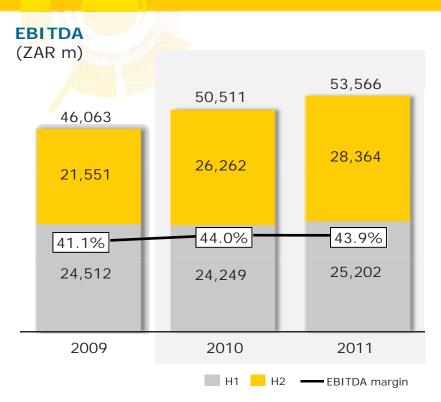


Direct network operating costs

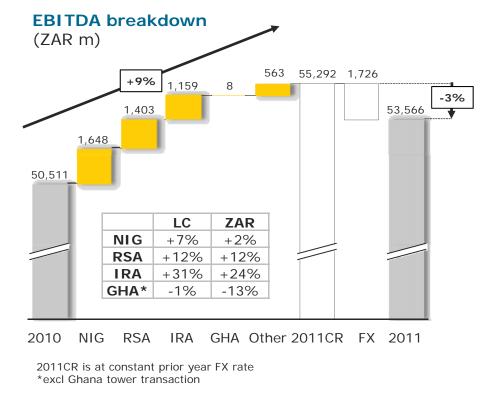
- Increase in number of sites
- Electricity costs up in RSA, Ghana and Iran
- Higher transmission cost in RSA
- Nigeria diesel prices up 25% YOY
- Handsets costs higher due to increase in volume in RSA (28% YOY)
- Interconnect cost up on higher outgoing minutes in Nigeria, Ghana and Iran
- Marketing cost reduced in most opco's
- Commission cost higher in RSA and Nigeria due to higher revenue
- Other expenses decrease in outsourced IT costs

¹2010 – excl Zakhele

EBITDA Strong organic EBITDA growth

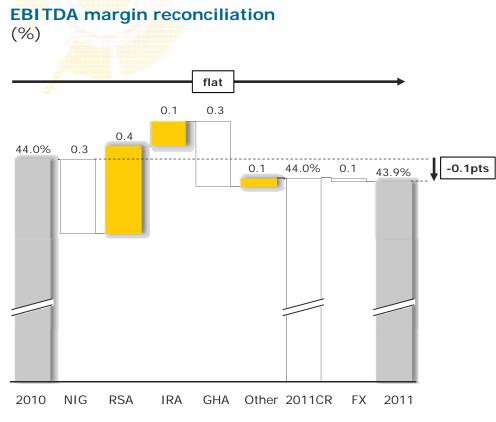


- EBITDA growth in line with revenue growth creating margin stability
- Net interconnect margin increased 2pts to 34%



- Strong organic EBITDA growth in key markets
- Strong margin improvement (LC) due to revenue growth

EBITDA margin Margin expansion in RSA



2011CR is at constant prior year FX rate

Nigeria

 EBITDA margin decreased by 1.2pts to 61.7% due to impact of tariff reductions and 25% increase in average diesel price

RSA

 Margin up 1.2pts to 35.2%. Increased revenue and reduced opex (marketing and outsourced IT costs)

Iran

 Margin increased 1.2pts to 42.5% mainly due to revenue growth. Opex increased by 10.4% (16.1% LC) due to increase in direct network and staff costs

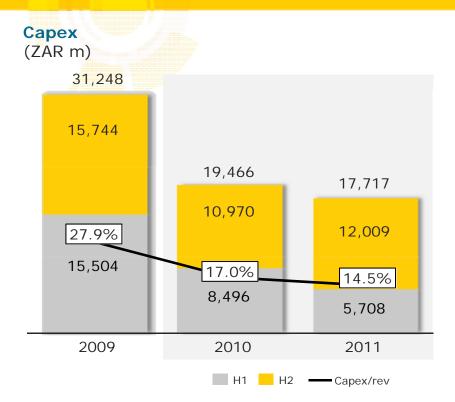
Ghana

- Margin decreased to 38.1% (excl tower sale profit) due to diesel and electricity price increase
- Cost per site higher after ATC deal
- Interconnect cost increased

Sudan and Cote d'Ivoire

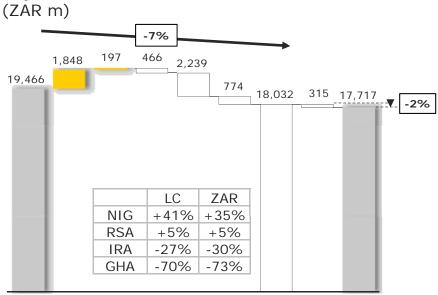
- Sudan margin increased from 16.5% to 22.3%, due to 25.7% (39.5% LC) increase in revenue and cost control
- Cote d'Ivoire margin improved to 41.6% from 33.3% on strong cost control focus

Capex 2011 spend lower



- Execution improvements in H2 to extend in 2012
- Capex 20% lower than authorised
 - Logistic delays
 - Significant portion of capex committed
- RSA
 - Exceeded authorised by 5%
 - Early release from the 2012 budget capitalised

Capex breakdown



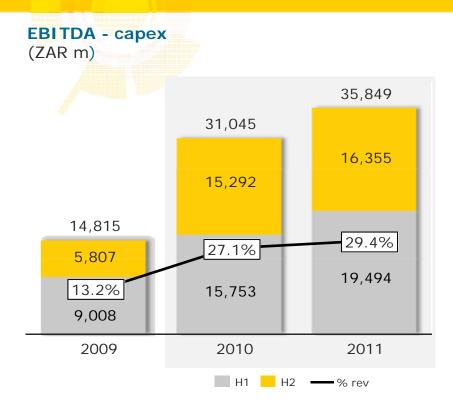
2010 NIG RSA IRA GHA Other 2011CR FX 2011

2011CR is at constant prior year FX rate

- Nigeria
 - Below authorised by 19.5%
 - Equipment delivery and site acquisition delays
 - Transmission network delays in securing right of way and road construction affecting pace of delivery
- Iran
 - Below authorised by 11.3%
 - Metro Fibre Project agreement signature delayed
 - Supplier delayed delivery of transmission, TRX upgrade and hybrid power solution in 2011

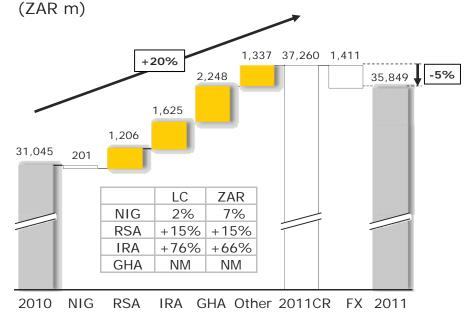
AFCF (EBITDA less capex) Strong free cash flow growth





 EBITDA growth and lower YOY capex led to increase in adjusted free cash flow

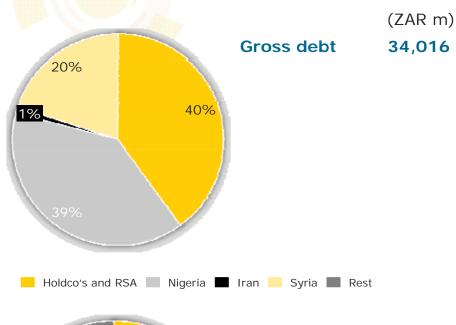
EBITDA - capex breakdown

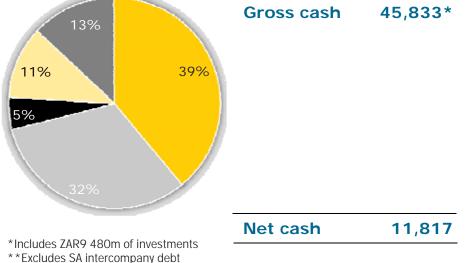


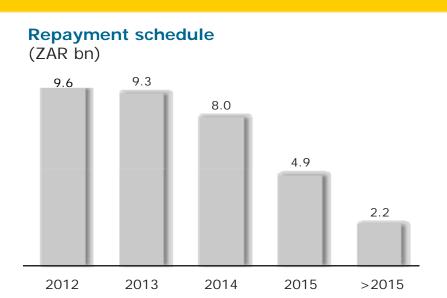
2011CR is at constant prior year FX rate $\ensuremath{\mathsf{NM}}$ – no meaning

- Nigeria capex increased 35% in 2011
- Lower capex in Iran
- Ghana capex 73% lower in 2011 due to towerco transaction
 - 2010 high capex year (switching centers, fibre, higher site numbers)

Net debt Group in net cash position







Gross cash

• Balances up 27%, mainly in Nigeria and Syria

- Includes short term investments in Nigerian Naira treasury bills and fixed deposits to increase yield on excess cash
- Focus on increasing debt at opcos and aggressive upstreaming while monitoring sanctions related limitations
- Intercompany loans down 3% to ZAR 5,976m**
- Upgrade of Moody's global scale issuer rating from Baa3 to Baa2, with a positive outlook
- Share buy back of ZAR 927,3m completed
- ZAR 3bn of holdco debt repaid in Jan 12

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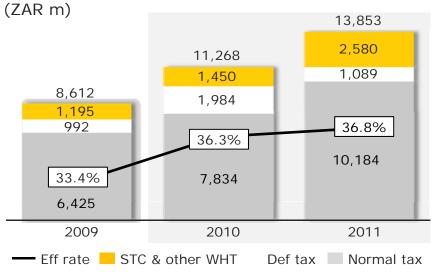


Interest and tax Lower interest charge and increase in effective tax rate



Net finance costs (ZAR m)	2011	2010	2009
Net interest paid	1,454	1,925	2,201
Wet forex losses	744	924	1,106
Functional currency (gains)/losses	(778)	1,223	3,204
Put options	162	22	(701)
Total	1,582	4,094	5,810

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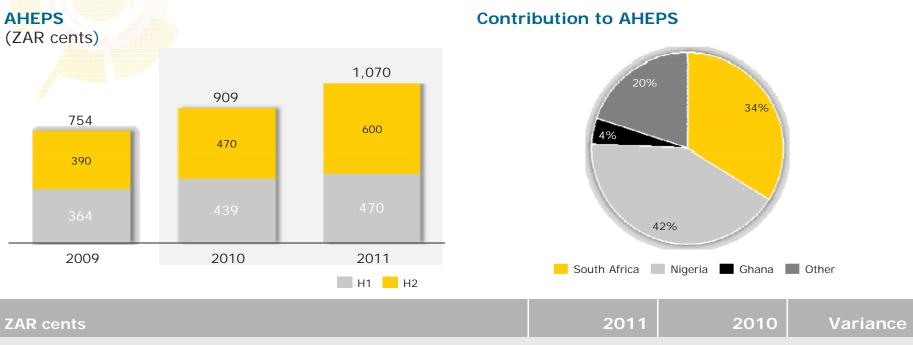


- Net interest paid lower due to interest income in Mauritius
- Net forex losses reduced due to forex gains in Dubai
- Functional currency gain ZAR 778m mainly due to bank balances
 - Bank balances gain ZAR 713m
 - Intercompany account loss ZAR 65m

Effective tax 36.8% due to:

- Increase in STC by ZAR 537m
- Withholding taxes increased mainly due to dividend declared by Ghana and Nigeria by ZAR 550m
- Ghana tower sale taxes ZAR 521m
 - CGT ZAR 73m
 - Corporate income tax ZAR 114m
 - National fiscal stabilisation levy ZAR 85m
 - Deferred tax ZAR 249m

AHEPS Increased adjusted headline earnings per share



Basic earnings per share 1,119.5 938.4 19.3% Net profit on disposal of non-current assets (48.6)(7.2)NM Net reversal of impairment of PPE and other non-current assets (8.5) (2.3)(72.9%) Headline earnings per share 1,068.6 922.7 15.8% Reversal of the put option in respect of subsidiaries 1.4 NM (13.6)Adjusted headline earnings per share 1,070.0 *909.1 17.7%

*2010 Incl Zakhele AHEPS 747.0 cents

MTN

Income statement

(EBITDA excl Ghana tower profit 2011 and Zakhele 2010) ZAR m



	2011	2010	Variance
Revenue	121,884	114,684	6%
EBITDA	53,566	50,511	6%
Depreciation, amortisation and impairment	(15,490)	(15,401)	(1%)
Operating profit	38,076	35,110	8%
Net finance costs	(1,582)	(4,094)	61%
Share of results in associates	(38)	52	(173%)
Profit before tax	36,456	31,068	17%
Income tax expense	(13,853)	(11,268)	(23%)
Profit after tax	22,603	19,800	14%
Non-controlling interests	(3,033)	(2,527)	(20%)
Attributable profit	19,570	17,273	13%
EBITDA margin	43.9%	44.0%	(0.1)pts

Income statement (reported) ZAR m



	2011	2010	Variance
Revenue	121,884	114,684	6%
Other income	1,458	-	100%
EBITDA	54,750	47,538	15%
Depreciation, amortisation and impairment	(15,490)	(15,401)	(1%)
Operating profit	39,260	32,137	22%
Net finance costs	(1,582)	(4,094)	61%
Share of results in associates	(38)	52	(173%)
Profit before tax	37,640	28,095	34%
Income tax expense	(13,853)	(11,268)	(23%)
Profit after tax	23,787	16,827	41%
Non-controlling interests	(3,033)	(2,527)	(20%)
Attributable profit	20,754	14,300	45%
EBITDA margin	44.9%	41.5%	3.4pts
Effective tax rate	36.8%	40.1%	3.3pts

Statement of financial position ZAR m



	2011	2010
Property, plant & equipment	71,610	63,361
Intangible assets	34,540	30,266
Other non-current assets	7,637	6,100
Current assets	66,801	54,234
Non-current assets held for sale	820	825
Total assets	181,408	154,786

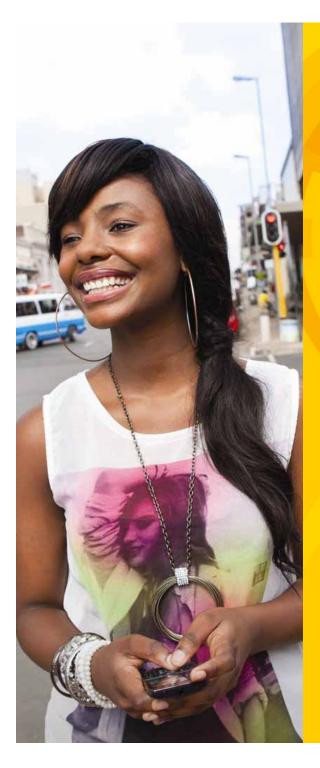
Total equity	92,699	74,074
Interest bearing liabilities	34,016	35,328
Other liabilities	54,693	45,384
Total liabilities	88,709	80,712
Total equity and liabilities	181,408	154,786
Total equity and liabilities Net cash	181,408 <i>11,817</i>	154,786 904
		-

Statement of cash flows ZAR m



	2011	2010	Variance
Cash generated from operations	50,369	50,536	0%
Dividends paid	(11,722)	(6,313)	(86%)
Net interest paid	(1,359)	(1,467)	7%
Tax paid	(9,414)	(8,028)	(17%)
Net cash from operating activities	27,874	34,728	(20%)
Acquisition of property, plant and equipment	(14,035)	(15,343)	9%
Other investing activities	(6,581)	(358)	NM
Cash used in investing activities	(20,616)	(15,701)	(31%)
Cash used in financing activities	(12,033)	(2,055)	NM
Cash and cash equivalents at the beginning of year	35,907	22,646	59%
Effect of exchange rates on cash & cash equivalents	4,081	(3,711)	NM
Cash & cash equivalents at the end of the year*	35,213	35,907	(2%)

* Incl bank balance ZAR35 806m (2010:ZAR35 947m) and bank overdraft ZAR593m (2010:ZAR40m)



Looking ahead

Sifiso Dabengwa Group President and CEO

Looking forward



Operational

- Customer experience
- Evolve the business model to support ICT
- Cost optimisation
- Leadership and market share remains a priority

Rollout

- Increase short term pace of network investments and rollout
- Upgrade and optimise networks to maintain quality and meet increased demand

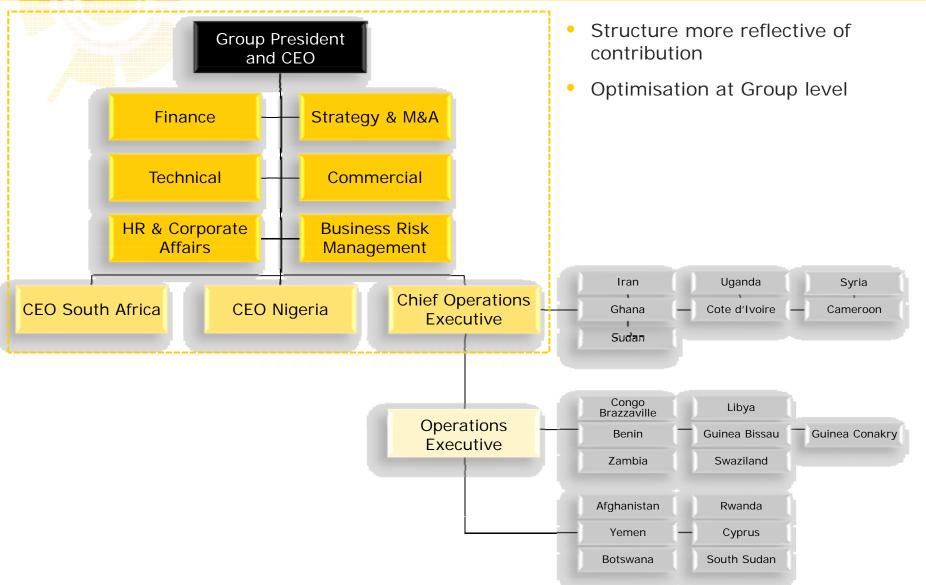
M&A

- Financial discipline imperative
- Opportunistic bolt on remains a priority

Shareholder returns

- Dividend payout ratio of 70%
- Buy backs will continue to be implemented as and when appropriate

New organisational structure



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Capex guidance



(ZAR m)	2010 Actual	2011 H1 Actual	2011 H2 Actual	2011 Actual	Authorised 2012
South Africa	3,908	1,292	2,813	4,105	4,599
Nigeria	4,700	2,068	4,263	6,331	*10,500
Ghana	3,092	137	714	851	1,128
Iran	1,661	413	755	1,168	1,306
Syria	410	86	363	449	869
Other operations	5,695	1,712	3,101	4,813	5,999
Total Actual	19,466	5,708	12,009	17,717	
Authorised	23,599			22,165	24,401

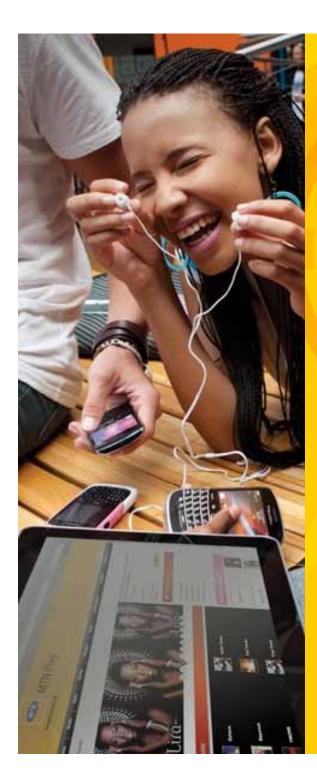
• 2011 Capex spend

- Guidance of 80 90% of authorised capex to be capitalised
- Network rollout gained momentum in H2
- Lower spend in Ghana due to change in capex strategy
- R315 million fx impact

• Principal of pre approval to ensure continued momentum in 2012

* R13,618 million authorised for 18 months

Guidance 2012	
	Net additions guidance for 2012 '000
South Africa	2,900
Nigeria	4,000
Ghana	950
Iran	4,000
Syria	450
Rest	8,000
	20,300



Thank you

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