

**THIS ANNOUNCEMENT RELATES TO THE DISCLOSURE OF INFORMATION THAT QUALIFIED OR MAY HAVE QUALIFIED AS INSIDE INFORMATION WITHIN THE MEANING OF ARTICLE 7(1) OF THE MARKET ABUSE REGULATION (EU) 596/2014**

**NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT**



15 November 2023.

**MTN (Mauritius) Investments Limited announces results of its tender offer for its US\$750,000,000 4.755 per cent. Notes due 2024 (of which US\$450,000,000 remains outstanding) (Regulation S ISIN: XS1128996425 / Rule 144A ISIN: US55377XAA46)**

MTN (Mauritius) Investments Limited (the **Company**) announces today the results of its invitation to eligible holders of its US\$750,000,000 4.755 per cent. Notes due 11 November 2024 (of which US\$450,000,000 remains outstanding) guaranteed by MTN Group Limited, Mobile Telephone Networks Holdings Proprietary Limited, MTN International (Mauritius) Limited, MTN International Proprietary Limited, Mobile Telephone Networks Proprietary Limited and MTN Treasury Limited (together, the **Guarantors**) (the **Notes**) to tender their Notes for purchase by the Company for cash (the **Offer**).

The Offer was announced on 7 November 2023 and was made on the terms and subject to the conditions contained in the tender offer memorandum dated 7 November 2023 (the **Tender Offer Memorandum**) prepared by the Company. Capitalised terms used in this announcement but not defined have the meanings given to them in the Tender Offer Memorandum.

In accordance with the terms of the Offer, the withdrawal deadline was 5:00 p.m., New York City time, on 14 November 2023. As a result, tendered Notes may no longer be withdrawn. The Expiration Deadline for the Offer was 5.00p.m. New York City time on 14 November 2023. The Guaranteed Delivery Deadline for the Offer is 5.00p.m. New York City time on 16 November 2023.

The Company hereby announces that as at the Expiration Deadline, the Company had received valid and not withdrawn tenders of US\$353,097,000 in aggregate nominal amount of the Notes for purchase. No Notes were tendered pursuant to the Guaranteed Delivery Procedures. The Company will accept for purchase all Notes validly tendered pursuant to the Offer prior to the Expiration Deadline.

The Purchase Price will be 100.00 per cent. of the nominal amount of the Notes and the Company will also pay Accrued Interest Payments for all Notes accepted for purchase pursuant to the Offer.

In accordance with the Tender Offer Memorandum, the expected Settlement Date for the Offer is 16 November 2023. Following settlement of the Offer US\$96,903,000 in aggregate nominal amount of the Notes will remain outstanding.

As no Notes were tendered pursuant to the Guaranteed Delivery Procedures, the Company will not release a further results announcement following the Guaranteed Delivery Deadline and there will not be a separate settlement date in respect of Notes tendered pursuant to the Guaranteed Delivery Procedures.

**Absa Bank Limited (acting through its Corporate and Investment Banking Division)** (Telephone: +27 83 292 8477; Attention: Victor Germeshuizen; Email: [IBDDCM@absa.africa](mailto:IBDDCM@absa.africa)), **J.P. Morgan Securities plc** (Telephone: +44 20 7134 2468; Attention: Liability Management; Email: [em\\_europe\\_lm@jpmorgan.com](mailto:em_europe_lm@jpmorgan.com)) and **MUFG Securities Americas Inc.** (Telephone: U.S.: +1 (212) 405-7481/ U.S. Toll-Free: +1 (877) 744-4532 / Europe: +44

207 628 5555 / +33 1 70 91 42 55; Attention: Liability Management; Email: [DCM-LiabilityManagement@int.sc.mufig.jp](mailto:DCM-LiabilityManagement@int.sc.mufig.jp)) are acting as Dealer Managers for the Offer and **Morrow Sodali Limited** (Telephone: +44 20 4513 6933 / +1 203 609 4910 / +852 2319 4130; Attention: Debt Service Team; Email: [mtn@investor.morrowsodali.com](mailto:mtn@investor.morrowsodali.com); Tender Website: <https://projects.morrowsodali.com/mtn>) is acting as Tender Agent.

**This announcement is released by the Company and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 (MAR), encompassing information relating to the Offer described above. For the purposes of MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Tsholo Molefe, Director of MTN (Mauritius) Investments Limited.**

LEI Number: 2549009PQD415OQIR074

**DISCLAIMER** This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire any securities is being made pursuant to this announcement. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Company, the Guarantors, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.