

Vodacom Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1993/005461/06)
(Share code: VOD ISIN: ZAE000132577)
(ADR code: VDMCY ISIN: US92858D2009)
("Vodacom Group")

Result of annual general meeting

Shareholders are advised that at the twenty-first annual general meeting of Vodacom Group held today, Tuesday 19 July 2016, the ordinary and special resolutions as set out in the notice of annual general meeting were passed by the requisite majorities. The number of shares present and outcome of the voting are set out as follows:

60 shareholders holding 1,352,822,043 ordinary shares were present in person or represented by proxy. This represented 91% of the issued ordinary shares.

Ordinary resolution number 1 – adoption of audited annual financial statements

Number of shares voted: 1 351 381 948
Number of shares for: 1 351 381 925 (100%)
Number shares against: 23
Number of shares abstained: 1 437 406

Ordinary resolution number 2 – election of Mr T Streichert as a director

Number of shares voted: 1 351 382 215
Number of shares for: 1 344 156 415 (99.46530%)
Number shares against: 7 225 800 (0.53470%)
Number of shares abstained: 1 437 139

Ordinary resolution number 3 – election of Mr M Pieters as a director

Number of shares voted: 1 348 582 154
Number of shares for: 1 336 406 498 (99.09715%)
Number shares against: 12 175 656 (0.9285%)
Number of shares abstained: 4 239 889

Ordinary resolution number 4 – re-election of Ms S Timuray as a director

Number of shares voted: 1 350 669 018
Number of shares for: 1 280 979 512 (94.84037%)
Number shares against: 69 689 506 (5.15963%)
Number of shares abstained: 2 153 025

Ordinary resolution number 5 – re-election of Mr JWL Otty as a director

Number of shares voted: 1 351 104 333
Number of shares for: 1 336 601 793 (98.92662%)
Number shares against: 14 502 540 (1.07338%)
Number of shares abstained: 1 717 604

Ordinary resolution number 6 – re-election of Mr PJ Moleketi as a director

Number of shares voted: 1 351 384 539
Number of shares for: 1 349 592 097 (99.86736%)
Number shares against: 1 792 442 (0.13264%)
Number of shares abstained: 1 437 504

Ordinary resolution number 7 – re-election of Mr MS Aziz-Joosub as a director

Number of shares voted: 1 351 384 904
Number of shares for: 1 345 200 372 (99.54236%)
Number shares against: 6 184 532 (0.45764%)
Number of shares abstained: 1 437 139

Ordinary resolution number 8 – appointment of PricewaterhouseCoopers Inc. as auditors

Number of shares voted: 1 351 384 904
Number of shares for: 1 351 362 458 (99.99834%)
Number shares against: 22 446 (0.00166%)
Number of shares abstained: 1 437 139

Ordinary resolution number 9 – approval of remuneration philosophy

Number of shares voted: 1 351 104 298
Number of shares for: 1 340 573 345 (99.22057%)
Number shares against: 10 530 953 (0.77943%)
Number of shares abstained: 1 717 345

Ordinary resolution number 10 – appointment of Mr DH Brown as a member of the Audit, Risk and Compliance Committee

Number of shares voted: 1 351 384 904
Number of shares for: 1 351 384 881 (100%)
Number shares against: 23
Number of shares abstained: 1 437 139

Ordinary resolution number 11 – appointment of Mr PJ Moleketi as a member of the Audit, Risk and Compliance Committee

Number of shares voted: 1 351 035 344
Number of shares for: 1 348 862 125 (99.83914%)
Number shares against: 2 173 219 (0.16086%)
Number of shares abstained: 1 786 699

Ordinary resolution number 12 – appointment of Ms BP Mabelane as a member of the Audit, Risk and Compliance Committee

Number of shares voted: 1 351 035 450
Number of shares for: 1 348 861 866 (99.83912%)
Number shares against: 2 173 584 (0.16088%)
Number of shares abstained: 1 786 593

Special resolution 1 – general authority to repurchase shares

Number of shares voted: 1 351 384 904
Number of shares for: 1 347 893 940 (99.74168%)
Number shares against: 3 490 964 (0.25832%)
Number of shares abstained: 1 437 139

Special resolution 2 – increase in directors' fees

Number of shares voted: 1 351 384 904
Number of shares for: 1 351 001 561 (99.97163%)
Number shares against: 383 343 (0.02837%)
Number of shares abstained: 1 437 139

Special resolution 3 – section 44 and 45 financial assistance

Number of shares voted: 1 351 384 504

Number of shares for: 1 344 788 370 (99.51190%)

Number shares against: 6 596 134 (0.48810%)

Number of shares abstained: 1 437 139

Midrand

19 July 2016

Sponsor: UBS South Africa (Pty) Limited

ADR depository bank: Deutsche Bank Trust Company Americas