

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 twentieth annual general meeting of Vodacom Group held today, Thursday 16 July 2015, 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:

72 shareholders holding 1 366 104 541 ordinary shares were present in person or represented by proxy. This represented 91.81% of the issued ordinary shares.

Ordinary resolution number 1 – adoption of audited annual financial statements

Number of shares voted: 1 364 528 427
Number of shares for: 1 364 528 186 99.99998%
Number shares against: 241 0.00002%
Number of shares abstained: 1 576 114

Ordinary resolution number 2 –election of BP Mabelane as a director

Number of shares voted: 1 364 734 825
Number of shares for: 1 362 685 676 99.84985%
Number of shares against: 2 0149 149 0.15015%
Number of shares abstained: 1 369 716

Ordinary resolution number 3 – re-election of DH Brown as a director

Number of shares voted: 1 364 830 630
Number of shares for: 1 363 407 867 99.89576%
Number of shares against: 1 422 763 0.10424%
Number of shares abstained: 1 273 911

Ordinary resolution number 4 –re-election of IP Dittrich as a director

Number of shares voted: 1 364 830 307
Number of shares for: 1 360 134 818 99.65597%
Number of shares against: 4 695 489 0.34403%
Number of shares abstained: 1 274 234

Ordinary resolution number 5 – election of M Joseph as a director

Number of shares voted: 1 364 828 345
Number of shares for: 1 316 073 465 96.42776%
Number of shares against: 48 754 880 3.57224%
Number of shares abstained: 1 276 196

Ordinary resolution number 6– appointment of PricewaterhouseCoopers Inc. as auditors

Number of shares voted: 1 364 829 438

Number of shares for: 1 364 829 072 99.99997%

Number of shares against: 366 0.00003%

Number of shares abstained: 1 275 103

Ordinary resolution number 7 – approval of remuneration policy

Number of shares voted: 1 364 390 863

Number of shares for: 1 357 696 147 99.50933%

Number of shares against: 6 694 716 0.49067%

Number of shares abstained: 1 713 678

Ordinary resolution number 8 – appointment of DH Brown as member of the Audit, Risk & Compliance Committee

Number of shares voted: 1 364 830 304

Number of shares for: 1 364 827 235 99.99978%

Number of shares against: 3 069 0.00022%

Number of shares abstained: 1 274 237

Ordinary resolution number 9 – appointment of PJ Moleketi as member of the Audit, Risk & Compliance Committee

Number of shares voted: 1 364 735 694

Number of shares for: 1 362 700 834 99.85090%

Number of shares against: 2 034 860 0.14910%

Number of shares abstained: 1 368 847

Ordinary resolution number 10 – appointment of PB Mabelane as member of the Audit, Risk & Compliance Committee

Number of shares voted: 1 364 734 825

Number of shares for: 1 362 700 834 99.85096%

Number of shares against: 2 033 991 0.14904%

Number of shares abstained: 1 369 716

Special resolution number 1 – general authority to repurchase shares

Number of shares voted: 1 364 743 044

Number of shares for: 1 356 218 774 99.37539%

Number of shares against: 8 524 270 0.62461%

Number of shares abstained: 1 361 497

Special resolution number 2 –increase in directors' fees

Number of shares voted: 1 365 415 867

Number of shares for: 1 364 603 228 99.94048%

Number of shares against: 812 639 0.05952%

Number of shares abstained: 688 674

Special resolution number 3 – Section 45 financial assistance

Number of shares voted: 1 364 830 304

Number of shares for: 1 364 826 647 99.99973%

Number of shares against: 3 657 0.00027%

Number of shares abstained: 1 274 237

Midrand

16 July 2015

Sponsor: UBS South Africa (Pty) Limited

ADR depositary bank: Deutsche Bank Trust Company Americas