

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" or "the Company")

Result of annual general meeting

Shareholders are advised that at the twenty-sixth annual general meeting of Vodacom Group held today, Monday 19 July 2021, 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:

73 shareholders holding 1 721 241 702 ordinary shares were present in person or represented by proxy. This represented 93.76% of the issued ordinary shares.

Ordinary resolution number 1 – adoption of audited consolidated annual financial statements

Number of shares voted:	1 719 703 647	
Number of shares for:	1 719 331 146	99.98%
Number shares against:	372 501	0.02%
Number of shares abstained:	1 537 755	0.08%

Ordinary resolution number 2 – election of Ms RK Morathi as a director

Number of shares voted:	1 720 002 862	
Number of shares for:	1 707 307 045	99.26%
Number shares against:	12 695 817	0.74%
Number of shares abstained:	1 238 540	0.07%

Ordinary resolution number 3 – election of Ms AM O'Leary as a director

Number of shares voted:	1 720 002 181	
Number of shares for:	1 459 927 998	84.88%
Number shares against:	260 074 183	15.12%
Number of shares abstained:	1 239 221	0.07%

Ordinary resolution number 4 – re-election of Mr DH Brown as a director

Number of shares voted:	1 720 002 844	
Number of shares for:	1 704 368 187	99.09%
Number shares against:	15 634 657	0.91%
Number of shares abstained:	1 238 558	0.07%

Ordinary resolution number 5 – re-election of Mr SJ Macozoma as a director

Number of shares voted:	1 719 863 453	
Number of shares for:	1 717 297 889	99.85%
Number shares against:	2 565 564	0.15%
Number of shares abstained:	1 377 949	0.08%

Ordinary resolution number 6 – appointment of Ernst and Young Inc. as auditors of the Company

Number of shares voted:	1 720 002 962	
Number of shares for:	1 719 558 442	99.97%
Number shares against:	444 520	0.03%
Number of shares abstained:	1 238 440	0.07%

Ordinary resolution number 7 – approval of the advisory vote on the remuneration policy

Number of shares voted:	1 720 001 069
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Number of shares for:	1 675 717 887	97.43%
Number shares against:	44 283 182	2.57%
Number of shares abstained:	1 240 333	0.07%

Ordinary resolution number 8 – approval for the implementation of the remuneration policy

Number of shares voted:	1 719 749 326	
Number of shares for:	1 691 032 452	98.33%
Number shares against:	28 716 874	1.67%
Number of shares abstained:	1 492 076	0.08%

Ordinary resolution number 9 – re-election of Mr DH Brown as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 720 002 862	
Number of shares for:	1 709 463 410	99.39%
Number shares against:	10 539 452	0.61%
Number of shares abstained:	1 238 540	0.07%

Ordinary resolution number 10 – re-election of Mr CB Thomson as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 720 002 899	
Number of shares for:	1 718 275 291	99.90%
Number shares against:	1 727 608	0.10%
Number of shares abstained:	1 238 503	0.07%

Ordinary resolution number 11 – re-election of Mr KL Shuenyane as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 720 002 162	
Number of shares for:	1 715 015 581	99.71%
Number shares against:	4 986 581	0.29%
Number of shares abstained:	1 239 240	0.07%

Ordinary resolution number 12 – election of Ms NC Nqweni as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 719 981 464	
Number of shares for:	1 718 259 383	99.90%
Number shares against:	1 722 081	0.10%
Number of shares abstained:	1 259 938	0.07%

Special resolution 1 – general authority to repurchase shares in the Company

Number of shares voted:	1 719 980 940	
Number of shares for:	1 697 552 889	98.70%
Number shares against:	22 428 051	1.30%
Number of shares abstained:	1 260 462	0.07%

Special resolution 2 – increase in non-executive directors' fees

Number of shares voted:	1 720 000 839	
Number of shares for:	1 718 384 812	99.91%
Number shares against:	1 616 027	0.09%
Number of shares abstained:	1 240 563	0.07%

Special resolution 3 – Section 45–financial assistance to related and inter-related companies

Number of shares voted:	1 719 859 606	
Number of shares for:	1 715 061 037	99.72%
Number shares against:	4 798 569	0.28%

Number of shares abstained:	1 381 796	0.08%
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Midrand
19 July 2021

Sponsor: UBS South Africa (Pty) Limited
ADR depository bank: Deutsche Bank Trust Company Americas