

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")

Results of annual general meeting

Shareholders are advised that at the twenty-seventh annual general meeting of Vodacom Group held today, Monday 18 July 2022, 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:

52 shareholders holding 1 724 374 192 ordinary shares were present in person or represented by proxy. This represented 93.93% of the issued ordinary shares.

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

Number of shares voted:	1 722 871 834	
Number of shares for:	1 722 868 577	100.00%
Number shares against:	3 257	0.00%
Number of shares abstained:	1 502 318	0.08%

Ordinary resolution number 2 – election of Ms NC Nqweni as a director

Number of shares voted:	1 723 194 894	
Number of shares for:	1 721 963 594	99.93%
Number shares against:	1 231 300	0.07%
Number of shares abstained:	1 179 298	0.06%

Ordinary resolution number 3 – re-election of Mr JWL Otty as a director

Number of shares voted:	1 723 194 659	
Number of shares for:	1 691 625 337	98.17%
Number shares against:	31 569 322	1.83%
Number of shares abstained:	1 179 533	0.06%

Ordinary resolution number 4 – re-election of Mr S Sood as a director

Number of shares voted:	1 723 194 619	
Number of shares for:	1 696 608 740	98.46%
Number shares against:	26 585 879	1.54%
Number of shares abstained:	1 179 533	0.06%

Ordinary resolution number 5 – re-election of Ms Mahanyele-Dabengwa as a director

Number of shares voted:	1 723 194 619	
Number of shares for:	1 712 242 227	99.36%
Number shares against:	10 952 392	0.64%
Number of shares abstained:	1 179 533	0.06%

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

Number of shares voted:	1 723 195 157	
Number of shares for:	1 722 876 477	99.98%
Number shares against:	318 680	0.02%
Number of shares abstained:	1 179 035	0.06%

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

Number of shares voted:	1 723 192 431	
Number of shares for:	1 691 385 846	98.15%
Number shares against:	31 806 585	1.85%
Number of shares abstained:	1 181 721	0.06%

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

Number of shares voted:	1 722 794 760	
Number of shares for:	1 699 266 425	98.63%
Number shares against:	23 528 335	1.37%
Number of shares abstained:	1 579 432	0.09%

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

Number of shares voted:	1 723 194 994	
Number of shares for:	1 719 659 297	99.79%
Number shares against:	3 535 697	0.21%
Number of shares abstained:	1 179 198	0.06%

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

Number of shares voted:	1 723 201 828	
Number of shares for:	1 720 278 200	99.83%
Number shares against:	2 923 628	0.17%
Number of shares abstained:	1 172 364	0.06%

Ordinary resolution number 11 – re-election of Ms NC Nqweni as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 723 201 788	
Number of shares for:	1 722 030 949	99.93%
Number shares against:	1 170 839	0.07%
Number of shares abstained:	1 172 364	0.06%

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

Number of shares voted:	1 723 194 682	
Number of shares for:	1 708 448 879	99.14%
Number shares against:	14 745 803	0.86%
Number of shares abstained:	1 179 510	0.06%

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

Number of shares voted:	1 723 002 953	
Number of shares for:	1 719 915 664	99.82%
Number shares against:	3 087 289	0.18%
Number of shares abstained:	1 371 239	0.07%

Midrand
18 July 2022

Sponsor: Nedbank Corporate and Investment Banking, a division of Nedbank Limited
ADR depository bank: Deutsche Bank Trust Company Americas