

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-fourth annual general meeting of Vodacom Group held today, Tuesday 23 July 2019, 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 1 707 447 556 ordinary shares were present in person or represented by proxy. This represented 93.01% of the issued ordinary shares.

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

Number of shares voted:	1 704 241 871	
Number of shares for:	1 704 236 141	100.00%
Number shares against:	5 730	0.00%
Number of shares abstained:	3 205 696	0.17%

Ordinary resolution number 2 – election of Ms P Mahanyele Dabengwa as a director

Number of shares voted:	1 705 346 360	
Number of shares for:	1 704 996 030	99.98%
Number shares against:	350 330	0.02%
Number of shares abstained:	2 101 183	0.11%

Ordinary resolution number 3 – election of Mr S Sood as a director

Number of shares voted:	1 705 997 101	
Number of shares for:	1 692 477 409	99.21%
Number shares against:	13 519 692	0.79%
Number of shares abstained:	1 280 584	0.07%

Ordinary resolution number 4 – election of Mr T Reisten as a director

Number of shares voted:	1 706 001 051	
Number of shares for:	1 692 463 209	99.21%
Number shares against:	13 537 842	0.79%
Number of shares abstained:	1 280 610	0.07%

Ordinary resolution number 5 – re-election of Mr PJ Moleketi as a director

Number of shares voted:	1 705 017 318	
Number of shares for:	1 666 509 938	97.74%
Number shares against:	38 507 380	2.26%
Number of shares abstained:	2 430 179	0.13%

Ordinary resolution number 6 – re-election of Mr JWL Otty as a director

Number of shares voted:	1 706 167 009	
Number of shares for:	1 692 359 240	99.19%
Number shares against:	13 807 769	0.81%
Number of shares abstained:	1 280 584	0.07%

Ordinary resolution number 7 – appointment of Ernst and Young Inc. as auditors of the Company

Number of shares voted:	1 706 169 764	
Number of shares for:	1 706 160 052	100.00%
Number shares against:	9 712	0.00%
Number of shares abstained:	1 277 829	0.07%

Ordinary resolution number 8 – approval of remuneration policy

Number of shares voted:	1 706 170 955	
Number of shares for:	1 687 522 212	98.91%
Number shares against:	18 648 743	1.09%
Number of shares abstained:	1 276 638	0.07%

Ordinary resolution number 9 – approval of implementation remuneration policy

Number of shares voted:	1 706 054 105	
Number of shares for:	1 687 414 312	98.91%
Number shares against:	18 639 793	1.09%
Number of shares abstained:	1 393 488	0.08%

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

Number of shares voted:	1 706 161 540	
Number of shares for:	1 700 220 914	99.65%
Number shares against:	5 940 626	0.35%
Number of shares abstained:	1 286 053	0.07%

Ordinary resolution number 11 – election of Mr SJ Macozoma as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 706 163 750	
Number of shares for:	1 704 070 444	99.88%
Number shares against:	2 093 306	0.12%
Number of shares abstained:	1 283 843	0.07%

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

Number of shares voted:	1 706 168 974	
Number of shares for:	1 704 069 309	99.88%
Number shares against:	2 099 665	0.12%
Number of shares abstained:	1 278 619	0.07%

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

Number of shares voted:	1 706 184 448	
Number of shares for:	1 691 247 066	99.12%
Number shares against:	14 937 382	0.88%
Number of shares abstained:	1 263 145	0.07%

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

Number of shares voted:	1 706 085 160	
Number of shares for:	1 701 935 337	99.76%
Number shares against:	4 149 823	0.24%
Number of shares abstained:	1 362 433	0.07%

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

Number of shares voted:	1 706 184 581	
Number of shares for:	1 699 212 664	99.59%
Number shares against:	6 971 917	0.41%
Number of shares abstained:	1 263 012	0.07%

Midrand

23 July 2019

Sponsor: UBS South Africa (Pty) Limited

ADR depository bank: Deutsche Bank Trust Company Americas