

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-fifth annual general meeting of Vodacom Group held today, Tuesday 21 July 2020, 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:

37 shareholders holding 1 697 390 854 ordinary shares were present in person or represented by proxy. This represented 92.46% of the issued ordinary shares.

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

Number of shares voted:	1 695 411 528	
Number of shares for:	1 695 410 032	100.00%
Number shares against:	1 496	0.00%
Number of shares abstained:	1 979 259	0.11%

Ordinary resolution number 2 – appointment of Mr K Shuenyane as a director

Number of shares voted:	1 696 042 086	
Number of shares for:	1 693 835 841	99.87%
Number shares against:	2 206 245	0.13%
Number of shares abstained:	1 348 701	0.07%

Ordinary resolution number 3 – election of Ms LS Wood as a director

Number of shares voted:	1 688 870 835	
Number of shares for:	1 591 519 914	94.24%
Number shares against:	97 350 921	5.76%
Number of shares abstained:	8 519 952	0.46%

Ordinary resolution number 4 – election of Mr P Klotz as a director

Number of shares voted:	1 688 870 640	
Number of shares for:	1 599 916 660	94.73%
Number shares against:	88 953 980	5.27%
Number of shares abstained:	8 520 147	0.46%

Ordinary resolution number 5 – election of Mr CB Thomson as a director

Number of shares voted:	1 696 043 351	
Number of shares for:	1 695 985 293	100.00%
Number shares against:	58 058	0.00%
Number of shares abstained:	1 347 436	0.07%

Ordinary resolution number 6 – re-election of Mr V Badrinath as a director

Number of shares voted:	1 688 869 290	
Number of shares for:	1 593 738 176	94.37%
Number shares against:	95 131 114	5.63%
Number of shares abstained:	8 521 497	0.46%

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

Number of shares voted:	1 696 041 961	
Number of shares for:	1 686 064 493	99.41%
Number shares against:	. 9 977 468	0.59%
Number of shares abstained:	1 348 826	0.07%

Ordinary resolution number 8 – appointment of Ernst and Young Inc. as auditors of the Company

Number of shares voted:	1 696 042 984	
Number of shares for:	1 696 039 048	100.00%
Number shares against:	3 936	0.00%
Number of shares abstained:	1 347 803	0.07%

Ordinary resolution number 9 – approval of remuneration policy

Number of shares voted:	1 696 039 859	
Number of shares for:	1 677 359 515	98.90%
Number shares against:	18 680 344	1.10%
Number of shares abstained:	1 350 928	0.07%

Ordinary resolution number 10 – approval for the implementation of the remuneration policy

Number of shares voted:	1 696 039 859	
Number of shares for:	1 676 755 226	98.86%
Number shares against:	19 284 633	1.14%
Number of shares abstained:	1 350 928	0.07%

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

Number of shares voted:	1 696 043 461	
Number of shares for:	1 689 811 832	99.63%
Number shares against:	6 231 629	0.37%
Number of shares abstained:	1 347 326	0.07%

Ordinary resolution number 12 – election of Mr CB Thomson as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 696 043 586	
Number of shares for:	1 693 574 824	99.85%
Number shares against:	2 468 762	0.15%
Number of shares abstained:	1 347 201	0.07%

Ordinary resolution number 13 – election of Mr K Shuenyane as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 696 043 541	
Number of shares for:	1 695 913 225	99.99%
Number shares against:	130 316	0.01%
Number of shares abstained:	1 347 246	0.07%

Ordinary resolution number 14 – election of Ms NC Nqweni as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 696 022 106	
Number of shares for:	1 693 501 222	99.85%
Number shares against:	2 520 884	0.15%
Number of shares abstained:	1 368 681	0.07%

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

Number of shares voted:	1 696 033 527	
Number of shares for:	1 680 043 950	99.06%
Number shares against:	15 989 577	0.94%
Number of shares abstained:	1 357 260	0.07%

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

Number of shares voted:	1 696 062 176	
Number of shares for:	1 695 495 237	99.97%
Number shares against:	566 939	0.03%
Number of shares abstained:	1 328 111	0.07%

Midrand
21 July 2020

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