

VODACOM GROUP LIMITED

**MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING HELD ON THURSDAY 18 JULY 2013
IN GIG 3 & 4, VODACOM WORLD, 082 VODACOM BOULEVARD, MIDRAND, JOHANNESBURG,
SOUTH AFRICA AT 11:00**

Present: MP Moyo (Chairman)
MS Aziz Joosub (CEO)
IP Dittrich (CFO)
M Joseph (Director)
A Kekana (Director)

Shareholders as per the attendance register

In attendance: SF Linford (Secretary)
I van Schoor (Computershare Investor Services (Proprietary) Limited)
B Greyling (Deloitte & Touche)
MR Sekese (Director-General: National Department of Communications)

Apologies: DH Brown (Director)
TM Mokgosi-Mwantembe (Director)
PJ Moleketi (Director)

13.01 Quorum

The Chairman welcomed those present at the meeting. As the necessary quorum was present, the Chairman declared the meeting duly constituted. It was noted that 83 shareholders holding 1 378 095 427 ordinary shares were represented in person or by proxy at the meeting. This represented 92.62% of the total issued ordinary share capital of the Company.

Apologies from Messrs PJ Moleketi, DH Brown and Ms TM Mokgosi-Mwantembe were tabled and noted and the directors present were introduced.

The Chairman noted the day as being a historic occasion as it was ex-President Mandela's 95th birthday and joined the rest of South Africa in wishing him well.

13.02 Notice of meeting

The notice convening the meeting, having been circulated timeously, was taken as read.

13.03 Voting

The Chairman noted that in terms of the Company's memorandum of incorporation, voting in respect of the business put to the meeting shall be by way of poll only. The Chairman outlined briefly the procedure to be followed in respect of electronic voting.

13.04 Adoption of audited consolidated annual financial statements

The audited consolidated annual financial statements for the year ended 31 March 2013, having been previously circulated, were tabled for adoption. There were no questions raised.

Ordinary resolution number 1

IT WAS RESOLVED THAT the audited consolidated annual financial statements of the Company and its subsidiaries, together with the reports of the auditors, Audit, Risk & Compliance Committee and directors' for the year ended 31 March 2013, be and are hereby received and adopted.

81 Shareholders holding 1 376 668 413 (99,99%) ordinary shares voted in favour of the adoption of the annual financial statements while 1 shareholder holding 700 (0.00005%) ordinary shares voted against, with 6 shareholders holding 901 579 ordinary shares abstaining.

As per JSE rules, abstentions were not included in the percentage count.

13.05 Re-election of directors

Following the resignation of Ms A Kekana from the Board at the conclusion of this meeting, it was noted that the Board had nominated Ms YZ Cuba to replace her. In terms of the Company's memorandum of incorporation, Messrs MS Aziz Joosub, JWL Otty, PJ Moleketi, NJ Read and Ms S Timuray were due to retire as directors. They were eligible for re-election. The Chairman allowed an opportunity for questions.

Mr Ncube, representing the Eskom Pension Fund, reminded the Chairman that at the 2012 annual general meeting he had raised the question of the Vodacom Board not being fully compliant with King III in having a board made up of a majority of independent directors. The Chairman thanked Mr Ncube for his question and reported as follows:

The Nomination Committee on an annual basis, reviews the skills and composition on the Board. This includes an analysis of the contribution each director brings to the Board. Insofar as the directors that represent Vodafone were concerned, the Chairman explained the following :

- The oversight role Messrs NJ Read and JWL Otty play in the respective position as CEO and CFO for emerging markets. Both directors have day to day contact with the Vodacom team and therefore can provide the additional detail for the Board on operational performance;
- Ms S Timuray who is the CEO of Vodafone Turkey is a marketing specialist and is able to share the Turkey experience (also an emerging market) with the Vodacom team;
- Mr RAW Schellekens, who is the Vodafone Group HR director, has a wealth of experience from an international point of view on general management;
- Mr M Joseph, who was the former CEO of Safaricom, has a wealth of experience to share with regards M-Pesa and the market in general in Africa;
- King III advocates an apply and explain process. Vodacom has elected to explain;
- Following the resignation of Mr T Boardman, the Chairman had stepped in to fill a vacancy on the Remuneration Committee. This had been a temporary arrangement where the Chairman had only attended one meeting. If this vacancy had not been filled on a temporary basis, Vodafone would have by default controlled the Remuneration Committee; and
- Conflicts of interest were handled very carefully and strict procedures were followed where if there was any conflict, the director or directors concerned were not permitted to vote. The Chairman outlined briefly that the Audit, Risk & Compliance Committee reviewed and recommended the dividend payment. He noted that the members of the Audit, Risk & Compliance Committee were all independent as required in law.



13.05.1 Ordinary resolution number 2

IT WAS RESOLVED THAT Ms YZ Cuba be and is hereby elected as a director of the Company.

80 Shareholders holding 1 169 612 196 (99.95227%) ordinary shares voted in favour of Ms Cuba's election as a director while 1 shareholder holding 558 523 ordinary shares (0.04773%) voted against, with 8 shareholders holding 885 349 ordinary shares abstaining.

13.05.2 Ordinary resolution number 3

IT WAS RESOLVED THAT Mr MS Aziz Joosub be and is hereby elected as a director of the Company.

81 Shareholders holding 1 167 944 838 (99.80967%) ordinary shares voted in favour of Mr Aziz Joosub's election as a director while 3 shareholders holding 2 227 181 (0.19033%) ordinary shares voted against, with 8 shareholders holding 885 349 ordinary shares abstaining.

13.05.3 Ordinary resolution number 4

IT WAS RESOLVED THAT Mr JWL Otty be and is hereby elected as a director of the Company.

81 Shareholders holding 1 373 283 674 (99.77064%) ordinary shares voted in favour of Mr Otty's election as a director while 6 shareholders holding 3 157 025 (0.22936%) ordinary shares voted against, with 7 shareholders holding 1 654 728 ordinary shares abstaining.

13.05.4 Ordinary resolution number 5

IT WAS RESOLVED THAT Ms S Timuray be and is hereby elected as a director of the Company.

81 Shareholders holding 1 371 823 396 (99.66455%) ordinary shares voted in favour of Ms Timuray's election as a director while 6 shareholders holding 4 617 303 (0.33545) ordinary shares voted against, with 7 shareholders holding 1 654 728 ordinary shares abstaining.

13.05.5 Ordinary resolution number 6

IT WAS RESOLVED THAT Mr PJ Moleketi be and is hereby re-elected as a director of the Company.

81 Shareholders holding 1 375 881 183 (99.95935%) ordinary shares voted in favour of Mr Moleketi's re-election as a director while 3 shareholders holding 559 516 (0.04065) ordinary shares voted against, with 7 shareholders holding 1 654 728 ordinary shares abstaining.

13.05.6 Ordinary resolution number 7

IT WAS RESOLVED THAT Mr NJ Read be and is hereby re-elected as a director of the Company.

72 Shareholders holding 1 313 032 662 (95.39664%) ordinary shares voted in favour of Mr Read's re-election as a director while 18 shareholders holding 63 360 368 (4.60336%) ordinary shares voted against, with 8 shareholders holding 1 702 397 ordinary shares abstaining.

13.06 Re-appointment of Auditors

Deloitte & Touche were nominated as the Company's auditors. There were no questions from shareholders who voted as follows:



Ordinary resolution number 8

IT WAS RESOLVED THAT Deloitte & Touche be and are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting.

83 Shareholders holding 1 377 163 372 (99.99653%) ordinary shares voted in favour of the re-appointment of Deloitte & Touche as auditors while 1 shareholder holding 47 799 (0.00347%) ordinary shares voted against, with 6 shareholders holding 884 256 ordinary shares abstaining.

13.07 Approval of remuneration policy

The remuneration policy was tabled for approval as set out in the 2013 remuneration report. There were no questions raised from the attendees who voted as follows:

Ordinary resolution number 9

IT WAS RESOLVED THAT the remuneration policy for the year ended 31 March 2013 be and is hereby approved.

76 Shareholders holding 1 368 217 847 (99.34899%) ordinary shares voted in favour of the remuneration policy, while 10 shareholders holding 8 965 624 ordinary shares voted against, with 6 shareholders holding 911 956 ordinary shares abstaining.

13.08 Appointment of members of the Audit, Risk and Compliance Committee

Members of the Audit, Risk and Compliance Committee of the Company were voted as follows:

13.08.1 Ordinary resolution number 10

IT WAS RESOLVED THAT Mr DH Brown be and is hereby re-elected as a member of the Company's Audit, Risk and Compliance Committee.

83 Shareholders holding 1 376 751 639 (99.96663%) ordinary shares voted in favour of Mr Brown's election as a member of the Audit, Risk and Compliance Committee while 1 shareholder holding 459 532 (0.03337%) ordinary shares voted against, with 6 shareholders holding 884 256 ordinary shares abstaining.

13.08.2 Ordinary resolution number 11

IT WAS RESOLVED THAT Mr PJ Moleketi be and is hereby re-elected as a member of the Company's Audit, Risk and Compliance Committee.

80 Shareholders holding 1 376 750 404 (99.96654%) ordinary shares voted in favour of Mr Moleketi's re-election as a member of the Audit, Risk and Compliance Committee while 4 shareholders holding 460 767 (0.03346%) ordinary shares voted against, with 6 shareholders holding 884 256 ordinary shares abstaining.

13.08.3 Ordinary resolution number 12

IT WAS RESOLVED THAT Ms YZ Cuba be and is hereby elected as a member of the Company's Audit and Risk and Compliance Committee.

80 Shareholders holding 1 376 745 730 (99.96620%) ordinary shares voted in favour of Ms Cuba's re-election as a member of the Audit, Risk and Compliance Committee while 5 shareholders holding 465 441 (0.03380%) ordinary shares voted against, with 6 shareholders holding 884 256 ordinary shares abstaining.

13.09 Financial assistance to related or inter-related companies

Shareholders were requested to give approval to the Company to provide financial assistance in terms of Section 45 of the Companies Act. There were no questions or concerns raised and shareholders resolved as follows:

Special resolution number 1

IT WAS RESOLVED THAT the Board of the Company is hereby authorised in terms of Section 45(3)(a)(ii) of the Companies Act, as a general approval (which approval will be in place for a period of two years from the date of adoption of this special resolution 1), to authorise the Company to provide any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to such term in section 45(1) of the Companies Act) that the Board may deem fit to any related or inter-related Company of the Company ("related" and "inter-related" will herein have the meaning attributed to those terms in section 2 of the Companies Act), on the terms and conditions and for the amounts that the Board may determine.

83 Shareholders holding 1 376 278 021 (99.93224%) ordinary shares voted in favour to grant the Board of directors of the Company ('the Board') the authority to authorise the Company to provide direct or indirect financial assistance as contemplated in Section 45 of the Act. 2 Shareholders holding 93 3150 (0.06776%) voted against, with 6 shareholders holding 884 256 abstaining.

13.10 General authority to repurchase shares in the Company

A resolution granting a general authority to the Company to repurchase shares in the Company was tabled and approved. In reply to a question raised by Mr Ncube as to why the resolution was necessary, the Chairman confirmed that the repurchasing of shares would be for purposes of the long-term incentive scheme for executives. No general repurchase effecting the free float had taken place in the prior year.

Special resolution number 2

IT WAS RESOLVED THAT the Company, or any of its subsidiaries, be and they are hereby authorised, by way of a general authority, to acquire ordinary shares in the Company, subject to the provisions of the Companies Act No 71 of 2008, as amended, and the Listings Requirements of the JSE Limited ('the JSE'), provided that:

- (a) the general authority in issue shall be valid only until the Company' next annual general meeting and shall not extend beyond 15 (fifteen) months from the date of this resolution;
- (b) any general purchase by the Company and/or any of its subsidiaries of the Company's ordinary shares in issue shall not in aggregate in any one financial year exceed 5% (five percent) of the Company's issued ordinary share capital at the time that the authority is granted;
- (c) no acquisition may be made at a price more than 10% (ten percent) above the weighted average of the market price of the ordinary share for the 5 (five) business days immediately preceding the date of such acquisition;
- (d) the repurchase of the ordinary shares are effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company or any subsidiary and the and the counter party (reported trades are prohibited);
- (e) the Company or any subsidiary may only appoint one agent at any point in time to effect any repurchase(s) on the Company's behalf;



- (f) the Company or its subsidiary may not repurchase ordinary shares during a prohibited period; and
- (g) the general authority may be varied or revoked by special resolution of the members prior to the next annual general meeting of the Company; and
- (h) should the Company or any subsidiary cumulatively repurchase, redeem or cancel 3% (three percent) of the initial number of the Company's ordinary shares in terms of this general authority and for each 3% (three percent) in aggregate of the initial number of that class thereafter in terms of this general authority, an announcement shall be made in terms of the Listings Requirements of the JSE."

69 Shareholders holding 1 362 117 736 (98.90399%) ordinary shares voted in favour of a general authority for the Company, or any of its subsidiaries to purchase up to 5% (five percent) of the Company's issued ordinary share capital at the time the authority is granted, while 16 shareholders holding 15 094 335 (1.09601%) ordinary shares voted against with 6 shareholders holding 883 356 ordinary shares abstaining.

13.11 Increase in non-executive directors' fees

Shareholders were requested to approve the level of fees for non-executive directors as set out in the notice of the annual general meeting. The following questions were raised:

What was the percentage increase of the various fees and who set the fees? The Chairman explained that there had been no across-the-board percentage increase. Increases proposed were made to align fees with a benchmark conducted by PwC with the aim of bringing them up to the 66th percentile. At the moment the current fees were closer to the median rather than the 66th percentile.

The Nomination Committee researched and proposed the fees with the assistance of an external, independent remuneration consultant. Proposals were then presented to the Board for approval by shareholders.

Special resolution number 3

IT WAS RESOLVED THAT the level of non-executive directors' fees be increased with effect from 1 August 2013 on the basis set out as follows:

	Current R	Proposed R
Chairman of the Board	1 600 000	1 700 000
Members of the Board	300 000	310 000
Chairman of the Audit , Risk and Compliance Committee	230 000	230 000
Members of the Audit , Risk and Compliance Committee	135 000	140 000
Chairman of the Remuneration Committee	185 000	190 000
Members of the Remuneration Committee	105 000	110 000
Chairman of other committees	140 000	170 000
Members of other committees	80 000	100 000
Chairman of Social & Ethics Committee	160 000	170 000
Member of the Social & Ethics Committee	100 000	100 000
Other	-	100 000

The annual fee payable to the Chairman of the Board was inclusive of any committee fees. No fees were payable for any special meetings that could be convened.

79 Shareholders holding 1 376 656 966 (99.99985%) ordinary shares voted in favour of the increase in the level of the non-executive directors' fees, while 4 shareholders holding 2 037 (0.00015%) ordinary shares voted against, with 6 shareholders holding 911 956 ordinary shares abstaining.

13.12 Thanks and appreciation

The Chairman, with the indulgence of the meeting, expressed his appreciation and thanks to:

- The men and women of Vodacom Group Limited for their continued loyalty and valuable contribution to the group during the past year;
- The executive team for their leadership and determination in a challenging year; and
- Fellow board members for their on-going valuable counsel and guidance.
- Ms Albertinah Kekana, who was stepping down from the board, for her valuable contribution to the Company during her tenure as a director.

He also took the opportunity in expressing his appreciation to the many shareholders, customers and suppliers who had continued to demonstrate their confidence in the group. He congratulated the CEO and management on the good results and performance of the Company during the year under review.

He apologised to the meeting for the inadequate parking available for attendees of the annual general meeting and promised to address the matter going forward.

13.13 Closure

There being no further business to discuss, the Chairman thanked the members for their attendance and contribution and declared the meeting closed at 12:00.

Signed as correct on this 20th day of SEPTEMBER 2013



CHAIRMAN