

# Form of proxy

## Vodacom Group Limited

(Incorporated in the Republic of South Africa)  
 (Registration number 1993/005461/06)  
 (ISIN: ZAE000132577 Share code: VOD)  
 (ISIN: US92858D2009 ADR code: VDMCY)  
 ("Vodacom" or "the Company")

For use by certified and dematerialised shareholders who have "own name" registration of securities at the annual general meeting to be held at 10:00 at Vodacom World, 082 Vodacom Boulevard, Midrand, Johannesburg, South Africa on Tuesday 18 July 2017.

I/We (Please print full names)

being the holders of \_\_\_\_\_ shares in the Company, hereby appoint (see Note 1)

1. \_\_\_\_\_ or failing him /her,

2. \_\_\_\_\_ or failing him/her,

the Chairman of the annual general meeting as my/our proxy to attend and speak and vote for me/us on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing the ordinary and special resolutions to be proposed and at each adjournment of the meeting and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the shares in the issued capital of the Company registered in my/our name/s, in accordance with the following instructions (see Note 2).

Insert an 'X' or the number of shares (see Note 2)

	Number of ordinary shares		
	For	Against	Abstain
1. <b>Ordinary resolution number 1</b> Adoption of audited consolidated annual financial statements			
2. <b>Ordinary resolution number 2</b> Election of Mr V Badrinath as a director			
3. <b>Ordinary resolution number 3</b> Re-election of Ms TM Mokgosi-Mwantembe as a director			
4. <b>Ordinary resolution number 4</b> Re-election of Mr RAW Schellekens as a director			
5. <b>Ordinary resolution number 5</b> Appointment of PricewaterhouseCoopers Inc. as auditors of the Company			
6. <b>Ordinary resolution number 6</b> Approval of the remuneration policy			
7. <b>Ordinary resolution number 7</b> Approval for the implementation of the remuneration policy			
8. <b>Ordinary resolution number 8</b> Re-election of Mr DH Brown as a member of the Audit, Risk and Compliance Committee of the Company			
9. <b>Ordinary resolution number 9</b> Re-election of Mr PJ Moleketi as a member of the Audit, Risk and Compliance Committee of the Company			
10. <b>Ordinary resolution number 10</b> Re-election of Ms BP Mabelane as a member of the Audit, Risk and Compliance Committee of the Company			
11. <b>Special resolution number 1</b> General authority to repurchase shares in the Company			
12. <b>Special resolution number 2</b> Increase in non-executive directors' fees			
13. <b>Special resolution number 3</b> Section 45 – financial assistance to related and inter-related companies			
14. <b>Special resolution number 4</b> Section 44 – financial assistance to staff and executives of the Group to subscribe for or acquire options or securities in the Company			

(Indicate with an 'X' or the relevant number of shares, in the applicable space, how you wish your votes to cast). Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2017

Signature \_\_\_\_\_ Assisted by me (where applicable)

Completed forms of proxy must be lodged with Computershare Investor Services (Proprietary) Limited by no later than 10:00 on Monday 17 July 2017.

Please read the notes on the reverse side of this proxy form.