

Form of proxy

VODACOM GROUP LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1993/005461/06)
(JSE share code: VOD) ISIN: ZAE00032577
(‘Vodacom’ or ‘the Company’)

For use by certificated and dematerialised shareholders who have ‘own name’ registration of securities at the annual general meeting to be held at 11:00 in Talk 200, Vodacom World, 082 Vodacom Boulevard, Midrand, Johannesburg, South Africa on Thursday 4 August 2011.

I/We (Please print full names)

of (address)

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. Ordinary resolution number 1 Adoption of annual financial statements			
2. Ordinary resolution number 2 Election of Mr NJ Read as a director			
3. Ordinary resolution number 3 Election of Ms A Kekana as a director			
4. Ordinary resolution number 4 Re-election of Mr MP Moyo as a director			
5. Ordinary resolution number 5 Re-election of Mr RAW Schellekens as a director			
6. Ordinary resolution number 6 Re-election of Ms TM Mokgosi-Mwantembe as a director			
7. Ordinary resolution number 7 Re-appointment of Deloitte & Touche as auditors of the Company			
8. Ordinary resolution number 8 Approval of the remuneration policy			
9. Ordinary resolution number 9 Appointment of Mr TA Boardman as a member of the Audit, Risk and Compliance Committee of the Company			
10. Ordinary resolution number 10 Appointment of Mr PJ Moleketi as a member of the Audit, Risk and Compliance Committee of the Company			
11. Ordinary resolution number 11 Appointment of Ms A Kekana as a member of Audit, Risk and Compliance Committee of the Company			
12. Ordinary resolution number 12 Amendment to the rules of the Company’s Forfeitable Share Plan			
13. Special resolution number 1 General authority to repurchase shares in the Company			
14. Special resolution number 2 Financial assistance to related or inter-related companies and others			
15. Special resolution number 3 Increase in non-executive directors’ fees			

(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

2011

Signature

Assisted by me (where applicable)

Completed forms of proxy must be lodged with Computershare Investor Services (Pty) Limited by no later than 11:00 on Wednesday 3 August 2011.

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

Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting 'the Chairman of the annual general meeting' but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an 'X' in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the Company insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. Form of proxy must be received by the transfer secretaries, Computershare Investor Services (Pty) Limited ('Computershare'), 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) by no later than 11:00 on Wednesday 3 August 2011.
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and voting in person at the meeting to the exclusion of any proxy appointed in terms of this form of proxy.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by Computershare or waived by the Chairman of the annual general meeting.
6. Any alterations or corrections made to this form of proxy must be initialled by the signatory/ies.
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare.
8. The Chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.

Transfer secretaries

Computershare Investor Services (Pty) Limited
70 Marshall Street
Johannesburg 2011
PO Box 61051, Marshalltown 2107
Telephone: 011 370 5000
Call Centre: 086 110 09818