

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-second annual general meeting of Vodacom Group held today, Tuesday 18 July 2017, 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 1 351 223 911 ordinary shares were present in person or represented by proxy. This represented 90.81% of the issued ordinary shares.

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

Number of shares voted:	1 349 422 500	
Number of shares for:	1 349 418 697	100%
Number shares against:	3 803	
Number of shares abstained:	1 801 311	

Ordinary resolution number 2 – election of Mr V Badrinath as a director

Number of shares voted:	1 349 837 858	
Number of shares for:	1 239 428 878	91.82%
Number shares against:	110 408 980	8.18%
Number of shares abstained:	1 386 027	

Ordinary resolution number 3 – re-election of Mr TM Mokgosi-Mwantembe as a director

Number of shares voted:	1 349 838 182	
Number of shares for:	1 347 903 562	99.86%
Number shares against:	1 934 620	0.14%
Number of shares abstained:	1 385 729	

Ordinary resolution number 4 – re-election of Mr RAW Schellekens as a director

Number of shares voted:	1 349 828 416	
Number of shares for:	1 240 028 614	91.87%
Number shares against:	109 799 802	8.13%
Number of shares abstained:	1 388 152	

Ordinary resolution number 5 – appointment of PricewaterhouseCoopers Inc. as auditors of the Company

Number of shares voted:	1 349 308 606	
Number of shares for:	1 349 290 991	100%
Number shares against:	17 615	
Number of shares abstained:	1 915 279	

Ordinary resolution number 6 – approval of remuneration policy

Number of shares voted:	1 345 144 490	
Number of shares for:	1 267 174 696	94.20%
Number shares against:	77 969 794	5.80%
Number of shares abstained:	6 079 373	

Ordinary resolution number 7 – approval of implementation remuneration policy

Number of shares voted:	1 344 052 182	
Number of shares for:	1 266 082 427	94.20%
Number shares against:	77 969 755	5.80%
Number of shares abstained:	6 069 996	

Ordinary resolution number 8 – re-election of Mr DH Brown as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 349 843 343	
Number of shares for:	1 348 105 926	99.87%
Number shares against:	1 737 417	0.13%
Number of shares abstained:	1 380 520	

Ordinary resolution number 9 – re-election of Mr PJ Moleketi as a member of the Audit, Risk and Compliance Committee

The resolution was withdrawn.

Ordinary resolution number 10 – re-election of Ms BP Mabelane as a member of the Audit, Risk and Compliance Committee

Number of shares voted:	1 349 710 983	
Number of shares for:	1 347 271 229	99.82%
Number shares against:	2 439 754	0.18%
Number of shares abstained:	1 380 429	

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

Number of shares voted:	1 349 083 570	
Number of shares for:	1 341 969 654	99.47%
Number shares against:	7 113 916	0.53%
Number of shares abstained:	2 094 167	

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

Number of shares voted:	1 349 108 609	
Number of shares for:	1 345 840 976	99.76%
Number shares against:	3 267 633	0.22%
Number of shares abstained:	2 115 254	

Special resolution 3 – section 45 - financial assistance to related and interrelated companies

Number of shares voted:	1 349 264 120	
Number of shares for:	1 346 338 046	99.78%
Number shares against:	2 926 074	0.24%
Number of shares abstained:	1 959 743	

Special resolution 4 – section 44 - financial assistance to staff and executives of the Group to subscribe for acquire options or securities in the Company

Number of shares voted:	1 349 806 113	
Number of shares for:	1 348 694 464	99.92%
Number shares against:	1 111 649	0.08%
Number of shares abstained:	1 417 772	

Midrand
18 July 2017

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