

BOARD DIVERSITY POLICY – RACE AND GENDER

1. Purpose

The board diversity policy sets out the approach to diversity on the board of directors of Vodacom Group Limited (“the Board”).

2. Scope

This policy deals with the Board only. It does not purport to apply diversity in relation to employees of the Vodacom Group and its subsidiary companies. Diversity in respect of Vodacom employees is covered by HR policies within Vodacom.

3. Policy statement

Vodacom Group recognises and embraces the benefits of having a diverse Board. It endorses the principle that the Board should have a balance of skills, experience and diversity of perspectives appropriate to Vodacom’s business.

Diversity involves recognising and valuing the unique contribution people can make because of their individual background and varied skills, talent and experience. Diversity includes age, gender, race, culture, disability, sexual orientation, geographical background and other factors.

The Nomination Committee is responsible for reviewing and assessing the composition of the Board as well as identifying appropriately qualified persons to occupy Board positions.

While all Board appointments will be made on merit, the Nomination Committee will consider benefits of diversity, particularly race and gender in identifying and recommending persons for Board seats.

Accordingly the Nomination Committee will:

- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board; and
- Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board;

The Board to have an optimum combination of executive, non-executive and independent directors according to the company’s memorandum of incorporation, Companies Act and JSE Listings Requirements. This will be reported to shareholders on an annual basis in the integrated report.