

NOTICE OF ANNUAL GENERAL MEETING

VODACOM GROUP LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1993/005461/06)
(ISIN: ZAE000132577 Share code: VOD)
(ISIN: ZAG000106063 JSE code: VOD008)
(ISIN: US92858D2009 ADR code: VDMCY)
(‘Vodacom’ or ‘the Company’)

Notice is hereby given that the twentieth annual general meeting of the Company will be held on Thursday 16 July 2015, at Vodacom World, 082 Vodacom Boulevard, Midrand, Johannesburg, South Africa at 10:00 to conduct the following business:

1. Adoption of audited consolidated annual financial statements

To receive and consider the audited consolidated annual financial statement for the year ended 31 March 2015.

Ordinary resolution number 1

“RESOLVED THAT the audited consolidated annual financial statements of the Company and its subsidiaries, together with the auditor’s, Audit, Risk and Compliance Committee and directors’ reports for the year ended 31 March 2015, be and are hereby received and adopted.”

Copies of the full audited consolidated annual financial statements for the year ended 31 March 2015 are obtainable from the Company’s website www.vodacom.com.

2. Election of directors

To elect by way of separate resolutions:

- 2.1 Ms BP Mabelane as a director, having been appointed since the last annual general meeting of the Company is in accordance with the provisions of the Company’s memorandum of incorporation, obliged to retire at this annual general meeting.

Ordinary resolution number 2

“RESOLVED THAT Ms BP Mabelane be and is hereby elected as a director of the Company.”

- 2.2 Messrs DH Brown, IP Dittrich and M Joseph are obliged to retire by rotation at this annual general meeting in accordance with the provisions of the Company’s memorandum of incorporation. Having so retired, Messrs DH Brown, IP Dittrich and M Joseph are eligible for re-election as directors.

Ordinary resolution number 3

“RESOLVED THAT Mr DH Brown be and is hereby re-elected as a director of the Company.”

Ordinary resolution number 4

“RESOLVED THAT Mr IP Dittrich be and is hereby re-elected as a director of the Company.”

Ordinary resolution number 5

“RESOLVED THAT Mr M Joseph be and is hereby re-elected as a director of the Company.”



The profiles of the directors up for re-election appear in this notice of annual general meeting:

BAFELEANG PRISCILLAH MABELANE (41)

BCom (Hons), CA(SA), Dip in Tax

Independent non-executive director

Member of the Audit, Risk and Compliance Committee

Priscillah Mabelane is currently the Chief Financial Officer of BP Southern Africa ('BPSA'), a position she has held since 2011. Prior to joining BPSA, Priscillah was the Executive Director of Finance at the Airports Company of South Africa ('ACSA'), responsible for the development and implementation of financial strategies for the Group. She has held senior management roles in a number of large companies. These include Ernst & Young where she was a Tax Director, Eskom Holdings Limited where she held various roles in Finance, Tax and General Management. She also served as a Non-Executive Director at ACSA. Priscillah was appointed to the Vodacom Group Board in December 2014.

DAVID HUGH BROWN (52)

BCom, CTA (UCT), CA(SA)

Independent non-executive director

Chairman of the Audit, Risk and Compliance Committee and a member of the Remuneration Committee

David was appointed as Chief Executive Officer of Coal of Africa Limited effective from February 2014. He was previously the non-executive Chairman from August 2012 and then the executive Chairman and is a non-executive director of Edcon Holdings Limited as well as Chairman of the Audit and Risk Committee. He is the former CEO of Impala Platinum Holdings Limited ('Implats') and was Chairman of Impala Platinum Limited and Zimplats Holdings Limited, the two major operating subsidiaries within the Implats group. David was CEO from 2006 to 2012 and before that, he served as Chief Financial Officer from 1999. Prior to that, David worked in the Information Technology sector for four years and for the Exxon Mobil Corporation in Europe for five years. He served his articles with Ernst & Young. David was appointed to the Vodacom Group Board in January 2012.

IVAN PHILIP DITTRICH (42)

BCom Accounting Honours, CTA, CA(SA)

Chief Financial Officer and executive director of Vodacom Group

Member of the Vodacom Group Executive Committee

Non-executive Director of Vodacom South Africa

Ivan joined the Group on 15 June 2012 from Datatec where he had been Chief Financial Officer since May 2008 and executive director on the board of Datatec since March 2008. Ivan held a number of senior executive positions at Datatec, including that of group corporate director, corporate finance manager and Company Secretary, in a career that spanned over 13 years. He successfully managed Datatec's dual listing in London in 2006. Prior to joining Datatec, Ivan worked for PricewaterhouseCoopers in London and Deloitte in South Africa.

MICHAEL JOSEPH (69)

BSc (UCT), Member of the Institute of Electrical Engineering and Electronic Engineers,
Honorary Doctorate Letters from Africa Nazarene University

Non-executive director

Michael Joseph is employed by Vodafone Group Services Limited as the Director of Mobile Money. Previously, Michael was the CEO of Safaricom Limited from July 2000 when the company was re-launched as a joint venture between Vodafone UK and Telkom Kenya until his retirement in November 2010. He has extensive international experience in company start-ups, the implementation and operation of large wireless and fixed-line networks, including operations in Hungary, Spain, Brazil, Peru, Argentina, Korea, the USA, Australia and the Middle East. Michael has been the recipient of many awards, including CEO of the Year awarded by the Kenya Institute of Management, the Moran of the Order of the Burning Spear and the Elder of the Order of the Burning Spear (awards given by the President of Kenya to those who have made a positive impact in Kenya). He was appointed to the Vodacom Group Board in May 2009.

NOTICE OF ANNUAL GENERAL MEETING continued**3. Appointment of PricewaterhouseCoopers Inc. as auditors of the Company**

To appoint PricewaterhouseCoopers Inc., as nominated by the Company's Audit, Risk and Compliance Committee, as independent auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company. It is noted that the individual registered auditor who will undertake the audit during the financial year ending 31 March 2016 is Mr D von Hoesslin.

Ordinary resolution number 6

"RESOLVED THAT PricewaterhouseCoopers Inc. be and are hereby appointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting."

4. Approval of the remuneration philosophy

To consider and approve the remuneration philosophy as contained in the Remuneration report for the year ended 31 March 2015 as set out on pages 108 to 109 of the integrated report.

Ordinary resolution number 7

"RESOLVED THAT the remuneration philosophy for the year ended 31 March 2015 be and is hereby approved."

Shareholders are reminded that in terms of King III, the passing of this ordinary resolution is by way of a non-binding vote.

5. Appointment of the members of the Audit, Risk and Compliance Committee

To elect, by way of separate resolutions, the following independent non-executive directors, as members of the Company's Audit, Risk and Compliance Committee:

Ordinary resolution number 8

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

Ordinary resolution number 9

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

Ordinary resolution number 10

"RESOLVED THAT Ms BP Mabelane be and is hereby elected as a member of the Company's Audit, Risk and Compliance Committee."

The profiles of the directors up for membership appear in this notice of annual general meeting:

PHILLIP JABULANI MOLEKETI (JABU) (57)

Postgraduate Diploma in Economic Principles (London), AMP (Harvard), MSc (London)

Independent non-executive director

Chairman of the Social and Ethics Committee

Member of the Audit, Risk and Compliance Committee

Jabu is the non-executive Chairman of Brait SA and the Development Bank of South Africa. He is a former non-executive director of Nedbank and former member of the Local Organising Committee 2010 FIFA World Cup. He is a former Deputy Minister of Finance (2004 – 2008) and former MEC of Financial and Economic Affairs in the Gauteng Provincial Government (1994 – 2004). He is a director of several companies listed on the JSE Limited. Jabu was appointed to the Vodacom Group Board in November 2009.

6. Special business**6.1 General authority to repurchase shares in the Company****Special resolution number 1**

"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 ('the Act'), 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's next annual general meeting and shall not extend beyond 15 (fifteen) months from the date of this resolution;



- (b) any general repurchase by the Company and/or any of its subsidiaries of the Company's ordinary shares in issue shall not in aggregate in 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 shares for 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 and the counterparty (reported trades are prohibited);
- (e) the Company may only appoint one agent at any point in time to effect any repurchase(s) on the Company's behalf;
- (f) the authorisation thereto is given by the Company's memorandum of incorporation;
- (g) the Company or its subsidiary may not repurchase shares during a prohibited period unless it has in place a repurchase programme where the dates and quantities of securities traded during the relevant period are fixed (not subject to any variation) and has been submitted to the JSE in writing. The Company must instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently and uninfluenced by the Company, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- (h) 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
- (i) 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."

Having considered the effect on the Company of the maximum repurchase under this annual general authority, the directors are of the opinion that:

- the Company shall meet a solvency and liquidity test as contemplated in the Act;
- the Company and the Group will be able to pay its debts for a period of 12 (twelve) months after the date of this notice of annual general meeting;
- the assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 (twelve) months after the date of this notice of annual general meeting which assets and liabilities have been valued in accordance with the accounting policies used in the audited consolidated annual financial statements of the Group for the year ended 31 March 2015;
- the share capital and reserves of the Company and the Group will be adequate for the ordinary course of business purposes for a period of 12 (twelve) months after the date of this notice of annual general meeting; and
- the working capital of the Company and Group are considered adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice of annual general meeting.

Reason for and effect of special resolution number 1

The reason for the special resolution is to grant the Company a general authority or permit a subsidiary Company to acquire ordinary shares in the Company. The effect of this special resolution is to confer a general authority on the Company or a subsidiary to repurchase ordinary shares in the Company which are in issue from time to time.

The Board has considered the impact of a repurchase of up to 5% (five percent) of the Company's shares, being within the maximum permissible under a general authority in terms of the JSE Listings Requirements. Should the opportunity arise and should the directors deem it in all respects to be advantageous to the Company to repurchase such shares, it is deemed appropriate that the Company or a subsidiary be authorised to repurchase the Company's shares. Any shares that may be repurchased for the time being shall be in connection with awards made in the normal course in respect of the Company's Forfeitable Share Plan. During financial 2015, the Company acquired 1 529 808 shares in the market for purposes of awards of the Forfeitable Share Plan.

NOTICE OF ANNUAL GENERAL MEETING continued**Disclosure in terms of section 11.26 of the JSE Listings Requirements**

The JSE Listings Requirements require the following disclosures, which are disclosed in the audited consolidated annual financial statements and this integrated report as set out below:

	Page
Major shareholders	125

Share capital*Authorised*

4 000 000 000 ordinary shares of no par value

Issued

1 487 954 000 ordinary shares of no par value

Directors' responsibility statement

The directors, whose names appear on page 22 collectively and individually accept full responsibility for the accuracy of the information pertained to this special resolution and certify to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and this special resolution contains all the information required by the JSE Listings Requirements.

Material change

There has been no material change in the affairs of or financial position of the Company and its subsidiaries since year end.

6.2 Increase in non-executive directors' fees**Special resolution number 2**

"RESOLVED THAT the level of non-executive directors' fees be increased with effect from 1 August 2015 on the basis set out as follows:

	Current fee R	Proposed fee R	Increase %
Chairman of the Board*	2 000 000	2 100 000	5.0
Member of the Board	340 000	360 000	5.9
Chairman of the Audit, Risk and Compliance Committee	250 000	300 000	20.0
Member of the Audit, Risk and Compliance Committee	150 000	160 000	7.0
Chairman of the Remuneration Committee	220 000	230 000	4.5
Member of the Remuneration Committee	125 000	130 000	4.0
Chairman of the Nomination Committee	200 000	210 000	5.0
Member of the Nomination Committee	115 000	120 000	4.3
Chairman of the Social and Ethics Committee	190 000	200 000	5.3
Member of the Social and Ethics Committee	110 000	115 000	4.5
Other**	100 000	100 000	-

* This is an all in fee. The Chairman does not earn any other fees other than this despite being the Chairman of the Nomination Committee and member of the Social and Ethics Committee.

** Other fees are for payment of attendance of ad hoc committees that may be set up from time to time to deal with special items requiring attention by the Board. Instead of convening a full Board meeting, these ad hoc committees then meet to review the matter concerned."

**Reason for and effect of special resolution number 2**

The reason for proposing special resolution number 2 is to ensure that the level of fees paid to non-executive directors remain competitive to enable the Company to attract and retain persons of the calibre required in order to make a meaningful contribution to the Company, having regard to the appropriate capability, skills and experience required.

The effect of special resolution number 2 is the level of fees as set out above is increased with effect from 1 August 2015.

6.3 Section 45 Approval – financial assistance to related and inter-related companies**Special resolution number 3**

“RESOLVED THAT the Board of the Company is hereby authorised in terms of Section 45(3)(a)(ii) of the Companies Act No 71 of 2008, as amended (‘the 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 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 as attributed to those terms in section 2 of the Act), on the terms and conditions and for the amounts that the Board may determine.”

Reason for and effect of special resolution number 3

The main purpose for this authority is to grant the Board the authority to provide inter-Group loans and other financial assistance for purposes of funding the activities of the Group. The Board undertakes that it will not adopt a resolution to authorise such financial assistance, unless the directors are satisfied that:

- Immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test as contemplated in the Act; and
- The terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Notice in terms of Section 45(5) is hereby given that any financial assistance contemplated in special resolution number 3 will in all likelihood exceed one-tenth of one percent of the Company’s net worth at the date of adopting such a resolution. This notice is also relevant for any trade union representing any employees of the Company.

Record date

The record date for shareholders to be registered in the books of the Company for purposes of being entitled to attend, speak and vote at the twentieth annual general meeting is Friday 10 July 2015.

In accordance with the Act, shareholders attending the annual general meeting will need to present reasonable satisfactory identification such as an identity book, passport or driver’s licence.

Participation by way of electronic means

Shareholders or their proxies may participate in the annual general meeting by way of electronic means. Such shareholder (or proxy) will need to contact Mr Lebogang Mogoane at Vodacom on +27 11 653 5922 by no later than 09:00 on Monday 13 July 2015 so that the Company can provide for a teleconference dial-in-facility. Shareholders must ensure that, when such shareholder intends to participate via teleconference, that the voting proxies are sent through to the transfer secretaries, Computershare Proprietary Limited by no later than 10:00 on Wednesday 15 July 2015. Participants must dial the following number, five (5) minutes prior to start of the annual general meeting +27 11 535 3600.

NOTICE OF ANNUAL GENERAL MEETING continued

Voting and proxies

Ordinary shareholders are entitled to attend, speak and vote at the annual general meeting.

Ordinary shareholders may appoint a proxy to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company.

In accordance with the Company's memorandum of incorporation, voting shall be by ballot only.

Special resolutions to be adopted at this annual general meeting require approval from 75% of the shares represented in person or by proxy at this meeting. Ordinary resolutions to be adopted only require approval of a simple majority.

Shareholders holding dematerialised shares, but not in their own name must furnish their Central Securities Depository Participant ('CSDP') or broker with their instructions for voting at the annual general meeting. If your CSDP or broker, as the case may be, does not obtain instructions from you, it will be obliged to act in accordance with your mandate furnished to it, or if the mandate is silent in this regard, complete the form of proxy enclosed.

Unless you advise your CSDP or broker, in terms of the agreement between you and your CSDP or broker by the cut off time stipulated therein, that you wish to attend the annual general meeting or send a proxy to represent you at this annual general meeting, your CSDP or broker will assume that you do not wish to attend the annual general meeting or send a proxy.

If you wish to attend the annual general meeting or send a proxy, you must request your CSDP or broker to issue the necessary letter of authority to you. Shareholders holding dematerialised shares, and who are unable to attend the annual general meeting and wish to be represented thereat, must complete the form of proxy enclosed in accordance with the instructions therein and lodge it with or mail to the transfer secretaries.

Forms of proxy (which form may be found enclosed) should be forwarded to reach the transfer secretaries, Computershare Proprietary Limited by no later than 10:00 on Wednesday 15 July 2015.

The completion of a form of proxy does not preclude any shareholder attending the annual general meeting.

By order of the Board



Sandi Linford
Group Company Secretary
12 June 2015