Remuneration report

Letter from the Chairman of the Remuneration Committee (RemCo):

Dear shareholders

As members of the RemCo, our focus is to assist and advise the Board on matters relating to the remuneration of senior management. We ensure that the remuneration philosophy and policy supports the Group's strategic targets to enable the recruitment, motivation and retention of senior executives, with the aim of maximising shareholder value and complying with legislation and the requirements of King IV.

This report sets out Vodacom's remuneration philosophy and policy for non-executive directors and executive directors. It also provides a description of how the policy has been implemented, and discloses payments made to non-executive and executive directors during the year.

The committee has considered the disclosure requirements of King IV (both principles and practice notes) and has produced the following report, which complies with the King IV requirements while being conscious of disclosing individual or market sensitive information.

During the course of the year, we reviewed the roles and accountabilities within the Group Executive Committee and sought legal opinion regarding the definition of prescribed officer. Based on all the available information the RemCo is of the opinion that only the roles of CEO and CFO meet the requirements of prescribed officer.

I would like to thank my fellow RemCo members for their continued support, and look forward to the challenges that lie ahead.

Thoko Martha Mokgosi-Mwantembe
Chairman of the Remuneration Committee

In accordance with the requirements of King IV, this report is divided into the following three sections:

Section 1:
Background statement regarding committee considerations and decisions.

Section 2a:
Our remuneration philosophy, policy and framework for the current year.

Section 2b:
Our remuneration philosophy, policy and framework for the FY2019.

Section 3:
Implementation and remuneration disclosure of the CEO, CFO and non-executive directors.

Section 1:
Background statement regarding committee considerations and decisions

Business performance and the impact on our short-term and long-term incentives

The Group's financial performance was good and we delivered a solid set of results. This is testament to the calibre of management and employees that work for the Group. Management had a tough set of targets to achieve, relating to service revenue, EBIT, operating free cash flow and customer appreciation. Customer growth and the strong demand for data were two of the key drivers of success, along with excellent execution in our Enterprise business. More detail on the actual achievement against these targets is provided later in the report.

The targets and the extent to which they are achieved have a direct impact on the long- and short-term incentives payable to executives.

Achievement of policy objectives

The committee believes that the Vodacom remuneration policy remains fit for purpose and achieves the high-level objectives of 'attraction, retention and performance motivation' of our staff. During the continuous assessment of specific factors and metrics, the following two policy changes were implemented for the 2018 reporting period:

- Changing EBITDA to EBIT as one of the elements of the financial targets in the short-term incentive (STIP) scheme, with the aim of ensuring greater focus on capital discipline; and
- Increasing the weighting of direct telecommunications sector competitors to approximately 25% within the TSR peer group for the long-term incentive (LTIP) scheme to ensure a more representative comparison of performance to direct market competitors.

No changes were made to the remuneration mix for executives, either at target or at maximum award levels.

The key decisions we took this year were to:

- Approve increases and adjustments for executives, senior management, and employees;
- Review the configuration of both STIP and LTIP schemes, and make changes where appropriate;
- Approve short-term incentives for executives, senior management, and employees;
- Evaluate the LTIP vesting conditions for the 2014 scheme, and approve final vesting ratios;
- Set performance conditions for long- and short-term incentives for 2018; and
- Review remuneration developments in local and global best practice.

Independent External Advisors:

The RemCo contracted the services of Vasdex Associates (Pty) Limited for independent external advice. The committee is satisfied with their independence and objectivity.

Shareholder voting

As required by King IV and the JSE listings requirements, Vodacom will put a dual vote to shareholders regarding: a) approval of the remuneration policy; and b) implementation of the policy. Should either vote receive 25% or more votes against, Vodacom will take the following steps:

- Issue a SENS announcement regarding the outcome of the voting results;
- Invite shareholders to engage with Vodacom regarding their dissatisfaction with either of the votes;
- Schedule collective and/or individual engagements with concerned shareholders to record their concerns and objections firsthand;
- Assimilate all responses and schedule RemCo sessions to analyse concerns and issues raised with the aim of formulating changes to policy and implementation where required; and
- Develop a formal response to shareholders, which articulates the concerns raised, the details of where changes will be made to address concerns raised, and provides detailed responses for areas where Vodacom, despite the shareholder feedback, believes their current policy and/or implementation is adequate.

Voting at the June 2017 Annual general meeting (AGM)

Results of shareholder voting at the most recent AGMs are indicated below.

	2017	2016
Approval of the Remuneration Policy	94.20%	99.22%
Implementation of the Remuneration Policy	94.20%	n/a
Non-executive directors' fees	99.76%	99.77%

Remco has taken note of the reduction in the percentage in favour of the remuneration policy from 99.22% in 2016 to 94.20% in 2017. On analysis, the following were determined to be the key issues for shareholders.

Issue	RemCo response
1. The Remuneration report provided no explanation for the significant guaranteed package increases to the CEO and CFO of 25% and 8% respectively	Shareholders are advised that at the time (towards the latter half of 2016 and early calendar 2017), it was public knowledge that a major competitor had initiated a search for a CEO and was also actively recruiting for other senior roles. The Board has a duty to all shareholders to ensure that Vodacom has adequate performance, recognition and retention mechanisms in place for key executives. To this end the RemCo proactively ensured that, after benchmarking and competitor reviews, the CEO and CFO were remunerated appropriately given market and performance considerations.
2. Retention shares are being granted to prescribed officers	Senior leadership team (SLT) members (including previously defined prescribed officers) continue to receive a proportion of LTIP awards in the form of retention shares. The Board and RemCo believe that it is a necessary policy in order to provide a degree of retention for the key talent of Vodacom who participate in the LTIP scheme. It should further be noted that the value of these retention shares is dependent on movements in share price and cash flow generation and, hence, they remain 100% aligned with shareholders' interests. Only 33% of the shares allocated are retention shares. The remaining 67% is linked to performance conditions.
3. Specific targets are not disclosed for the STIP and LTIP	A prior disclosure of targets for STIP and LTIP would amount to forecasting which is expressly prohibited by the JSE. The performance ranges around the business plan for both STIP and LTIP are disclosed in the policy section. This, together, with the AFS disclosure and disclosure of actual percentage achievement in the implementation section provides shareholders with all relevant information.

AGM vote:

As required by the Companies Act and King IV, the following resolutions will be tabled for shareholder voting at the AGM in July 2018, details of which can be found in the AGM notice:

- Binding vote on non-executive directors' fees;
- Advisory vote on the remuneration policy; and
- Advisory vote on the implementation report.

Role of the RemCo

Our Board is responsible for the Group's remuneration policy, assisted by the RemCo. The Chief Executive Officer, Chief Human Resources Officer and any other executives invited for specific discussion topics attend the meetings by invitation, but recuse themselves before any decisions are made that relates to them. The RemCo operates according to a charter approved by the Board; this charter is reviewed regularly.

The RemCo's role and responsibilities are summarised below:

- Determine, agree and develop the Group's remuneration policy;
- Determine and agree the remuneration packages for the Chief Executive Officer, Chief Financial Officer and members of the senior leadership team;
- Ensure competitive reward to facilitate the recruitment, motivation and retention of high performing employees at all levels in support of corporate objectives and to safeguard stakeholder interests;
- Determine and recommend to the Board the fees for non-executive directors;
- Review and recommend to the Board the relevant performance measures for executives;
- Consider other special benefits or arrangements of a substantive financial nature;
- Review promotions, transfers and termination of employment policies; and
- Ensure compliance with applicable laws and codes.

The Remuneration Committee Chairman reports to the Board after each RemCo meeting and attends the AGM to answer questions from shareholders on RemCo's areas of responsibility.

Meetings of the Remuneration Committee

Date	Key discussion items
9 May 2017	• Approve increases and adjustments for executives, senior management, as well as employees. • Approve short-term incentives for executives, senior management, as well as employees. • Approve long-term incentives for executives and senior management. • Set performance conditions for long- and short-term incentives for 2018.
5 September 2017	• Review of executive remuneration schedules. • Update on key remuneration matters, i.e. STIP and LTIP achievement to date.
9 November 2017	• Review of executive remuneration schedules. • Update on key remuneration matters, i.e. STIP and LTIP achievement to date.
1 February 2018	• Review of a BEE ESOP proposal. • Review of executive remuneration schedules. • King IV disclosure requirements. • Review of draft remuneration report. • Review of a BEE Employee Share Ownership Plan (ESOP) proposal.
28 March 2018	• Review of a BEE ESOP proposal. • Approve the parameters for the 2018 reward process. • Recommend the level of fees for non-executive directors. • Update the RemCo charter.

The Group's RemCo determines the policy for remunerating executives, and the Board recommends the fees for non-executive directors to shareholders for approval at the AGM.

Areas of focus for the next year

The RemCo is constantly assessing the executive remuneration market and governance frameworks. The committee anticipates the following key focus areas for the next year:

- Monitor changes in executive remuneration, especially those of our direct competitors.
- Ensure the implementation of changes to our remuneration policy as outlined later in this report.

Section 2a:

Our remuneration philosophy, policy and framework for the current year

Our aim is to attract, retain and motivate executives of the highest calibre, while at the same time aligning their remuneration with shareholders' interests and best practice. Our approach to reward is holistic, balanced across the following elements:

- Guaranteed package (GP);
- Variable short-term incentive (STIP);
- Variable long-term incentive (LTIP);
- Various recognition programmes;
- Individual learning and development opportunities;
- Stimulating work environment; and
- Well-designed and integrated employee wellness programme

Vodacom adheres to a 'total cost to company' philosophy, which we refer to as the guaranteed package (GP). All employees in South Africa, including executive directors, receive a GP based on their role in the Company and linked to their individual performance. Contributions to medical aid, retirement funding and insured benefits are included in the GP.

The above elements are underpinned and reinforced by our performance development (PD) and talent management processes. Our policy is to reward our executives for their contributions to our strategic, financial and operating performance. To be a top employer in our industry we need to attract, develop and retain top talent and intellectual capital, both locally and internationally.

On an annual basis, we conduct remuneration benchmarking and award increases in the GP according to the market, individual performance and potential. Individual performance and potential assessment is determined through our talent management and performance development processes. The outcome of these processes also influences the awarding of short- and long-term incentives in the future.

Our short-term incentive, in the form of an annual cash bonus, is linked to achieving financial, strategic and operational objectives and the employee performance against their objectives set by line management. The pool available for short-term incentives is determined by the financial performance of the Group against previously set and agreed targets.

Our long-term incentive, in the form of an annual share allocation, encourages ownership and loyalty, and supports our objective to retain valued employees. It is designed to align executive performance to shareholders' interests, as a portion of the award is subject to Group performance conditions. The scheme is a full ownership scheme; as a result, participants receive dividends from the award date although the value of the shares can only be realised after a three-year vesting period, to the extent that the vesting conditions have been met.

RemCo reviews the total pay mix of executives every year and decides on the proportion of total remuneration to be paid as GP, STIP and LTIP, as each of these elements is linked to creating shareholder value and the strategic progress made in the year.

Vodacom's reward framework:

Vodacom's reward framework comprises financial and non-financial elements, and is applied to all employees, including executive directors. The Vodacom reward framework is explained in the picture below:

My reward at Vodacom

My remuneration (Financial reward)

- Guaranteed package (GP)
- Short-term incentive (STIP)
- Long-term incentive (LTIP)
- Recognition
- Other, eg. cellphone and data benefits

My non-financial reward

- Employee benefits
- Work environment
- Learning and development
- Recognition
- Employee wellness programmes

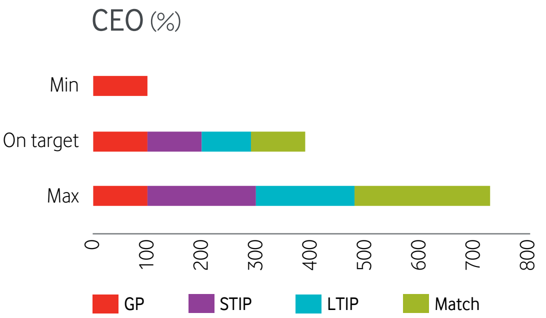
Section 2a: Our remuneration philosophy, policy, and framework for the current year | continued

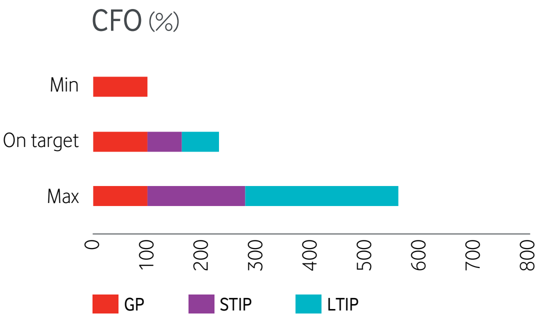
Summary of our remuneration structure

	Purpose and link to Strategy	Operation
Guaranteed package (GP)	• To attract and retain the best talent.	• GP is reviewed annually in July and delivered in 12 payments. • Reflects the individuals' competence and skills, and the scope and nature of the role. • Internal and external equity. • Provides competitive pay and rewards performance.
Short-term incentive (STIP)	• To drive a high-performance culture. • Motivates and rewards achievement of business and individual performance. • Keeps employees focused on the defined business imperatives. • The financial measures are designed to drive our growth strategies, while also focusing on improving operating efficiencies.	• Variable – usually paid in cash in June each year for performance over the prior financial year. • Directly linked to business, strategic and individual performance. • Reviewed annually to ensure measures and weighting drive the right behaviours and support the business strategy.
Long-term incentive (LTIP)	• Drives sustainable longer term performance. • Retention of key skills by linking performance to long-term value creation. • Encourages loyalty and ownership, by aligning the interests of executives to those of the Group and its shareholders. • Wealth creation.	• Variable in the form of Vodacom and/or Vodafone shares, which vest over a three-year period. • Reviewed annually to ensure measures and weighting drive the right behaviours and support the business strategy. • Dividends which are received bi-annually.
Retirement funding	• To provide financial security when an employee retires.	• All contributions are included in the GP. • Both pension and provident funds are defined contribution funds. • Flexible contribution rates.
Flexible benefit programmes	• Our flexible benefit programmes offer employees a variety of choice to meet personal needs, and positions us as an employer of choice. • Integrated approach to drive employee engagement. • To position us as an employer of choice	• Costs included in GP. • Managing the total cost of employment. • Provide quality health and wellness benefits. • Financial protection in the event of illness, disability or death. • Addressing diverse employee needs across differing cultures and age groups.
Recognition programmes	• Programmes designed as a platform for employee recognition.	• Formal recognition programmes that recognise employees for living the Vodacom Way and delivering great customer experience.
Other programmes	• Position Vodacom as an employer of choice.	• Access to lifestyle benefits such as staff discounts, preferential insurance rates, etc. • Cell phone benefits. • Maternity and paternity leave benefits. • Annual executive health checks.

Pay mix

RemCo reviews the total pay mix of executives every year and decides on the proportion of total remuneration paid as part of the GP, or as STIP or LTIP. Each element is linked to creating shareholder value and the strategic progress made in the year. The RemCo also reviews targets and the on-target values for each element every year to ensure that it remains relevant, competitive, drives the right behaviours and enhances overall shareholder value. The pay mix for the CEO and CFO is shown below:





The pay mix indicated above is based on the following parameters and assumptions:

- As described later in the STIP section, the maximum STIP for the CEO is 2.0 times the target. This is the maximum business performance multiplier as no personal multiplier is applicable to the CEO.
- The CFO maximum STIP is 3.0 times the target since he may receive a maximum personal multiplier of 1.5 times in addition to the maximum business performance multiplier of 2.0 times.
- Similarly to the STIP, the CEO does not have an individual performance multiplier on LTIP; hence, maximum represents the face value shares awarded, whereas on target represents the number of shares that are anticipated to vest (50% of face value awarded).
- The CEO participates in a matching arrangement based on 1.0 times guaranteed package where, dependent on targets achieved, the match may rise to a maximum of 2.5 times guaranteed package.
- For the CEO dividends are received in cash on all outstanding unvested LTIP awards at each dividend declaration date. Since the dividend varies from period to period, it has not been included in the pay mix depiction indicated above.
- The CFO participates in the Vodafone share scheme and qualifies for dividend equivalent shares only at the end of the vesting period, and only on the portion of shares which vested (performance and retention).

Benchmarking

To ensure we apply the right pay mix and remunerate our executives competitively, we use industry- and country-specific benchmarks. Fair and competitive reward is vital to being an employer of choice. RemCo sets the remuneration and the guaranteed packages of executives by looking at peer group data from the JSE telecommunications sector and other listed companies of similar market capitalisation and revenue.

Executive directors and senior management remuneration

Benchmarking for executives within Vodacom is done for all elements of targeted remuneration, namely guaranteed package, target short-term incentive and target long-term incentive. Vodacom targets median remuneration for target performance.

The CEO is benchmarked against an executive remuneration survey provided by Mercer, as well as industry-specific comparators and disclosed information from peer group disclosure. The CFO is a secondee from Vodafone and is thus benchmarked in terms of the Vodafone executive remuneration policy. The balance of the Vodacom senior leadership team (SLT) are benchmarked against the annual executive survey provided by Mercer.

LTIP TSR peer group

Vodacom utilises the Indi25 as the most representative list of companies, which can be compared from perspectives of industry competitors, labour market and company size.

LTIP awards made during the year ending 31 March 2018, use the following peer group companies for the LTIP TSR vesting condition:

- Aspen Pharmacare Holdings
- Bidvest Group
- British American Tobacco Plc
- Compagnie Financiere Richemont AG
- Imperial Holdings
- Kumba Iron Ore
- LIFE Healthcare
- Mondi Ltd
- Mondi Plc
- Mr Price Group
- MTN Group
- Naspers
- Netcare
- Pioneer Food Group
- Remgro
- Sasol
- Shoprite Holdings
- Steinhoff International Holdings NV
- Telkom SA SOC
- The Foschini Group
- Tiger Brands
- Truworths International
- Woolworths Holdings

The RemCo approved an increase to the weighting of direct telecommunications sector competitors with effect from the June 2017 allocation, as a result the assessment of TSR is performed with two additional instances of MTN and Telkom respectively, in combination this equates to 25% of the TSR peer group.

Telkom is not currently present in the Indi25, but since it is a direct competitor for Vodacom, the RemCo took the decision to include Telkom in the LTIP TSR peer group, irrespective of whether it is in the Indi25 or not.

Section 2a: Our remuneration philosophy, policy, and framework for the current year | continued

Non-executive director (NED) remuneration

NED fees are benchmarked annually against fees published by a peer group of companies in their respective most recent AGM notices. The peer group of companies for NED benchmarking is different from the TSR peer group, since the skills required from NEDs come from a pool of more appropriately sized companies, including financial services companies. Banks have, however, specifically been excluded, since their NED fees are noticeably higher than other industries. Vodacom targets to pay NED fees at the median of the following peer group companies:

- AngloGold Ashanti
- Anglo Platinum
- Aspen Pharmacare Holdings
- Bidvest Group
- Discovery Holdings
- Mediclinic
- MTN Group
- Naspers
- Sanlam
- Sasol
- Telkom SA SOC
- Tiger Brands
- Woolworths Holdings

Executive contracts and policies

Executives have permanent contracts of employment. The notice periods applicable to members of executive management are:

Role	Notice Period
CEO	12 months
Executive Director	6 months

Payments for termination of office

The RemCo has the discretion to approve termination benefits to executive directors when required. The maximum termination benefit potentially payable will be limited to the notice period and a maximum of a six months ex-gratia amount. These benefits will not apply in the event of a normal voluntary resignation or retirement

In terms of the current Vodacom policy, the CEO and CFO would be entitled to the following upon termination of office on a good leaver basis.

	CEO	CFO
Guaranteed package	Maximum of 18 months comprising • 12 months notice + • Up to a maximum 6 months gratuity if departure is on a good leaver basis (RemCo discretion)	Maximum of 12 months comprising • 6 months notice + • Up to a maximum 6 months gratuity if departure is on a good leaver basis (RemCo discretion)
	In general, pension, accrued leave and any medical aid benefits will continue to apply until termination date	
STIP	The STIP would be prorated for the period of service during the financial year and will reflect the extent to which the company performance has been achieved. Remco has discretion to reduce the entitlement of the STIP to reflect the individual's performance and circumstances of the termination. No STIP is payable in the event of a normal resignation.	
LTIP	The LTIP will vest in accordance with the terms of the FSP and satisfaction of performance conditions measured in the normal completion of the performance with the award prorated for the proportion of the vesting period that has elapsed at the date of cessation of employment. The Remco has the discretion to vary the level of vesting as deemed appropriate and in particular to determine that awards should not vest for reasons which may include, at their absolute discretion, departure in the case of poor performance, departure without agreement of the Board or detrimental competitive activity. All unvested shares will be forfeited in the event of a normal resignation.	

Remuneration framework

Guaranteed package (GP)

Within the context of our GP, Vodacom offers a selection of benefits that are both best practice and compliant with legislative practices. In terms of our total cost to company philosophy, any change in the price of a benefit or contribution level will not have a cost impact on the employer, but will affect the net remuneration of the employee.

As a standard, we offer the following benefits to all our South African employees, including our executive directors.

Retirement funding

All permanent employees have to join the Vodacom Group Pension Fund, a defined contribution pension scheme. Executives also participate in the Vodacom Group Executive Provident Fund, which is also a defined contribution scheme. Employees have the option to choose their level of contribution to the pension and provident fund. All contributions are based on pensionable salary. Employees can elect their pensionable salary at either 70% or 85% of GP. They also have the option to choose where they would like their money to be invested based on their own individual risk profile.

Normal retirement age is 60 for executive directors and other executives. For all other employees it is 65.

Insured benefits

In the unfortunate event of an employee's death, a lump sum amount of three times annual pensionable salary (core cover) is paid to the beneficiaries. If the employee had a qualifying spouse and/or qualifying children upon death, a spouse's pension of 40% of monthly pensionable salary and a child's pension of 10% of monthly pensionable salary becomes payable. The scheme also covers the cost of children's education fees.

All employees have the option to select additional death cover of up to seven times their annual pensionable salary, inclusive of the compulsory core cover of three times annual pensionable salary. These additional contributions are calculated at a percentage of pensionable salary

Disability

In the event of employees being unable to perform their duties because of disability, they will receive a monthly income of 75% of their monthly pensionable salary. The disability premiums are also funded from the GP. This benefit is payable until the employee recovers sufficiently to return to work, or if not, up to normal retirement age, where after the employee will retire normally.

During the period of disability, payment to the retirement fund and Group life insurance continues.

Medical aid

Employees can choose to participate in any nominated medical aid scheme. The schemes available at Vodacom were selected to address the needs of the diverse Vodacom workforce. On an annual basis we review the medical aid schemes to assess their appropriateness for our employees. As part of the medical aid benefit offering, we have a full-time Alexander Forbes consultant on site to assist with any medical aid-related queries.

We do not offer post-retirement medical benefits, and have no such liabilities.

Short-term incentives (STIP)

All employees, including executive directors, but excluding employees on a commission, quarterly or bi-annual bonus structure, participate in the annual STIP plan. STIP payments are discretionary and depend on financial performance and individual performance. Payments are made in cash in June each year.

Where annual targets are achieved in full, 100% of the on-target STIP will be paid. In instances where target goals are exceeded, the STIP is capped at a percentage of the guaranteed package. Where the STIP targets are not achieved in full, a pro rata STIP is paid only if the threshold performance level has been achieved. Where performance is below threshold, no STIP is payable.

Financial and personal multipliers are applied as separate multiples of the on-target percentages to determine the final award.

On-target and maximum STIP

The on-target and maximum STIP percentages are set out in the table below:

Role	On-target % of GP	Maximum % of GP
CEO	100%	200%
CFO	60%	180%

The maximum % of GP is based on a combination of the business performance multiplier and the personal multiplier.

Business performance multiplier

The business performance multiplier ranges from 0% – 200%. The metrics comprise three financial measures, which focus on the core operations of our business and one strategic measure, being customer appreciation.

Metric	2018 Weighting	2017 Weighting
Service revenue	20%	20%
EBITDA	–	20%
EBIT	20%	–
Operating free cash flow (OFCF)	20%	20%
Customer appreciation	40%	40%

Section 2a: Our remuneration philosophy, policy, and framework for the current year | continued

The assessment of customer appreciation consists of the following metrics:

- Net promoter score (NPS) for both Consumer and Enterprise business units.
- Brand consideration.
- Churn, revenue market share and ARPU.

NPS is used as a measure of the extent to which our customers would recommend us, while brand consideration acts as a measure of the percentage of people who would consider a certain brand as their telecoms provider.

For executives, business performance is split between the relevant operating company and the Group. The Group business multiplier is used for the CEO and CFO, and for other SLT members the business multiplier is based on a weighted average of the multipliers for the relevant operating company and the Group.

Personal multiplier

The personal multiplier ranges from 0% – 150%. The personal performance multipliers are based on the performance of executives relative to their objectives.

The CEO does not have a personal performance multiplier, and his STIP is based on business performance only.

Although the CEO does not have a personal multiplier, his individual performance is assessed against specific individual goals which are linked to the company's overall strategic objectives.

Determination of annual STIP award

The formula for determining the CEO's cash bonus is:

		(Target incentive)		(Business performance)
GTCE	X	100%	X	0% – 200%

The formula for determining cash bonus for the CFO is:

		(Target incentive)		(Business performance)		(Performance multiplier)
GTCE	X	60%	X	0% – 200%	X	0% – 150%

Long-term incentives (LTIP)

These incentive plans aim to retain key skills and motivate executives over the long term, which is essential to sustainable performance. The awards are made using a combination of Vodacom and Vodafone awards. Each of Vodacom and Vodafone awards may be made in performance vesting (performance vesting conditions in addition to time-based vesting) and retention shares (only time-based vesting).

The Vodacom awards are forfeitable shares (FSP) where the maximum number of shares is in issue at the time of award. Dividends are received on the maximum potential vested shares from the time of award. Vesting conditions will determine how many of the original awards are to be forfeited upon final vesting.

The Vodafone awards are in the form of conditional shares (CSP), where shares are only settled at the time of vesting and dividends, only accrue from that point onwards.

Vodacom performance FSP shares

Vodacom performance FSP shares vest in a range of 0% to 100% of number of shares awarded, where 50% is the target/anticipated vesting level.

Vodacom retention FSP shares

Vodacom operates in highly competitive markets where competitors are local and international, as well as spanning industries other than telecommunications. An element of the LTIP award, for employees other than the CEO, are retention awards and therefore only have time-based performance vesting conditions.

Vodafone retention and performance CSP awards

Details regarding performance conditions and vesting period for the Vodafone awards can be found in the 2018 Vodafone Remuneration report.

Further details of the 2018 Vodafone Remuneration report go to www.vodafone.com

On-target and maximum LTIP

The on-target and maximum LTIP percentages are set out in the table below:

Role	On-target % of GP	Maximum % of GP
CEO	90%	180%
CFO	70%	280%

The maximum % of GP represents the face value of awards on the date of the award. For executives other than the CEO, the maximum includes the effect of a maximum personal multiplier of 2.0 times at allocation and the business achievement at a potential maximum of 2.0 times at vesting.

Split of awards

Annual LTIP awards are split between Vodacom FSP (forfeitable shares) and Vodafone CSP (conditional shares) awards, as well as between retention and performance awards as follows:

Scheme	CEO	CFO
Vodacom FSP retention	–	–
Vodacom FSP performance	100%	–
Vodafone CSP retention	–	33%
Vodafone CSP performance	–	67%

The CEO does not receive Vodacom FSP retention awards and Vodafone CSP awards. This is due to the co-investment arrangement, which is described later.

The CFO is seconded from Vodafone and thus receives only Vodafone CSP awards. Although the CFO receives no Vodacom FSP awards, half of the vesting of the Vodafone CSP performance awards is linked to the Vodacom performance conditions.

Performance conditions for LTIP

Metric	Weighting Award 2018 Vesting 2021	Weighting Award 2017 Vesting 2020
Operating free cash flow	70%	70%
TSR relative to peer group	30%	30%

The targets for operating free cash flow is determined according to the achievement of the three-year budget plan. TSR achievement is calculated based on the position within the selected TSR peer group.

The vesting of Vodacom performance FSP shares is based on the following scale:

Scheme	Operating free cash flow	TSR relative to peer group
Min 0%	<-15% of OFCF	below 50th percentile of the index
Threshold 20%	Three year plan -15%	at 50th percentile of the index
Target 50%	three-year plan	average of 50th and 75th percentile of the index
Maximum 100%	three-year plan + 15%	75th percentile of the index

Personal multiplier

The personal multiplier ranges from 0% – 200%. The personal performance multipliers are based on the talent rating of the executive following the internal talent review process.

The CEO does not have a personal performance multiplier.

Matching arrangement

In addition to the annual award, the CEO is entitled to participate in a matching arrangement if he meets an annual co-investment requirement, which is subject to performance conditions. The additional incentives offered and associated conditions are:

- An additional award of Vodacom performance shares with an on-target value of 50% of his GP, provided that he invests in Vodacom shares to the value of 50% of his GP; and
- An additional award of Vodafone performance shares with an on-target value of 50% of his GP, if he invests in Vodafone shares to the value of 50% of his GP.

The CEO may only take advantage of the additional Vodafone share award if he has met the full Vodacom co-investment requirement. His investment in both Vodacom and Vodafone shares must be on an ever-increasing basis to qualify for the additional awards.

Both the Vodacom and Vodafone matching awards can vest in a range of 0% – 250% of target value.

Shareholder guidelines

The Board wishes to encourage individual shareholding in the Company by executives, as a tangible demonstration of their commitment to the Company and to align with shareholders' interests. As a result, we implemented a shareholding guideline policy for our executives, which require them to build up minimum levels of personal shareholding in the Group. Executives, excluding the CEO are required to hold 1.0 times of GP as a minimum personal shareholding. The CFO participates in a Vodafone-specific policy in this regard.

As an incentive to exceed the minimum requirements, additional awards of FSP performance shares will be made to executives who exceed the minimum requirements over a three-year vesting cycle (six years). The participants will be granted a performance share for every three additional shares held. This award will be capped so that holdings of no more than double the minimum requirements will be recognised. The period over which the executives are permitted to build up this shareholding is based on the vesting of three cycles of the annual awards under the FSP plan.

The YeboYethu Employee Participation Trust (the trust)

In July 2008, YeboYethu acquired 3.44% of Vodacom South Africa in our R7.5 billion BEE transaction. All permanent South African employees were able to participate in the trust. Of the 1.875 billion units available to the trust, 75% was allocated to employees on 1 September 2008. The remaining 25% was set aside for future employees on a sliding scale over the next five years from the date of inception. The allocation is weighted 70/30 in favour of black employees.

The Vodacom South Africa BEE ownership scheme matures in October 2018, at which time, the units held by employees will convert into YeboYethu ordinary shares.

Following the conversion of the units into YeboYethu shares, we will facilitate a process for employees to trade their shares on the Johannesburg Stock Exchange (JSE).

Fair and responsible remuneration

King IV recommends that companies should ensure that all employees are remunerated fairly, responsibly and transparently. Vodacom applies the principle of Fair Pay based on the value of the job relative to other jobs of similar value – i.e. internal equity. Our remuneration policy follows the same fundamental principles across all levels of employees in the Group.

We undertake an annual Fair Pay exercise to ensure that employees across our markets are appropriately and fairly remunerated and where issues are identified, that these are investigate and corrected.

Section 2b

Our remuneration philosophy, policy and framework for FY2019

Following the introduction of a new Vodafone remuneration policy, the Vodacom RemCo decided to amend the Vodacom remuneration policy to more closely align the remuneration of the Vodacom CEO with other individuals on the Vodafone Executive Committee.

Current policy for Vodacom CEO

As indicated in the previous section outlining the current remuneration policy, the current structure of the Vodacom CEO long-term incentive remuneration is as follows:

- **A Vodacom base award** – forfeitable Vodacom shares equal to **90% of GP at target level**.
- **A Vodacom match award** – 1 for 1 match of up to **50% of GP**, based on the number of Vodacom shares co-invested for three years.
- **A Vodafone match award** – 1 for 1 match of up to **50% of GP**, based on the number of Vodafone shares co-invested for three years, provided the maximum level of co-investment in Vodacom shares was made.

The value of shares awarded is therefore **190% of GP** at target performance.

The long-term incentive remuneration for the Vodacom CEO is 100% performance based, therefore the following applies:

- **Vodacom base award** – vesting of up to **2.0 times** the target award based on Vodacom performance vesting targets being achieved, up to a maximum of **180% of GP**.
- **Vodacom match award** – vesting of up to **2.5 times** the target award based on Vodacom performance vesting targets achieved, being up to a maximum of **125% of GP**.
- **Vodafone match award** – vesting of up to **2.5 times** the target award based on Vodafone performance vesting targets achieved, being up to a maximum of **125% of GP**.

The value of shares awarded is therefore **430% of GP** at maximum performance.

Revised policy for Vodacom CEO

The revised LTIP policy for the Vodacom CEO is intended to simplify the structure through the removal of the matching arrangement and replacement with awards of Vodacom and Vodafone shares only. Providing the Vodacom CEO has met his share ownership goal, the annual awards at target would be:

- A **Vodacom award** – equal to **140% of GP**; and
- A **Vodafone award** – equal to **50% of GP**.

The value of shares awarded is therefore **190% of GP** at target performance.

The vesting conditions of the **Vodacom award** will be 200% of target and the vesting of the **Vodafone award** would be per the performance achievement levels approved by the Vodafone RemCo (currently 250% of target).

When evaluated against the potential vesting ranges applicable to the Vodacom and Vodafone awards, the following table illustrates the possible ranges as a percentage of GP:

% of GP	Minimum vesting = 0%	Threshold vesting	Target vesting = 100%	Maximum vesting 200% for Vodacom 250% for Vodafone
Vodacom award	0%	56.0%	140%	280%
Vodafone award	0%	22.5%	50%	125%
Total award	**0%**	**78.5%**	**190%**	**405%**

CEO minimum shareholding requirement

In order to ensure the Vodacom CEO maintains a high level of shareholder alignment, a minimum shareholding requirement is introduced as follows:

- **200% of GP** in Vodacom shares; and
- **100% of GP** in Vodafone shares.

The total share ownership guideline for the Vodacom CEO is thus **300% of GP**.

Should the Vodacom CEO not meet the minimum shareholding requirements at the time of the LTIP awards, then the award levels of the Vodacom and Vodafone awards will be reduced below the target award levels indicated.

Summary of changes

In summary, there is no change to the remuneration policy for FY2019 for all employees other than the Vodacom CEO. The only change implemented impacts the long-term incentive of the CEO where the structure is simplified through the removal of the matching components.

The targeted LTIP remuneration of 190% of guaranteed package remains unaltered from the current policy; however, the maximum potential for long-term incentives is reduced from 430% to 405%.

Section 3

Implementation and remuneration disclosure of the CEO, CFO and non-executive directors

The implementation report details the outcomes of implementing the approved policy in the current financial year, as detailed in section 2(a) of this report.

2018 GP

The annual salary review process undertaken by the committee analysed market benchmarking and risks associated with retention of key management personnel. In the light of this analysis, the committee approved the following increases for the CEO and CFO:

Executive directors	2018	2017	% increase	Currency
MS Aziz Joosub	10 600 000	10 000 000	6.0	ZAR
T Streichert	359 531	340 260	5.6	GBP

The GP figures above includes retirement fund contributions, medical aid and company car.

2018 STIP performance

The graphic below shows the extent to which the Group targets were met for the year that ended 31 March 2018.

Metric	Weight	Min 0%	Target 100%	Max 200%	Result %
Service revenue	20%				20.4
EBITDA	20%				21.3
Operating free cash flow	20%				21.2
Customer appreciation	40%				54.0

The overall achievement of target was 116.9%. The comparable Group STIP achievement for 2017 was 108.6%.

Based on a combination of Group and individual performance (as detailed in the remuneration policy) the resultant STIP awards for the CEO and CFO were:

Executive directors	2018	2017	Currency
MS Aziz Joosub	12 391 400	10 860 000	ZAR
T Streichert	221 818	199 390	GBP

The increase in STI is directly attributed to the improved business performance.

2018 LTIP performance

Achievement of the 2018 LTIP represents the final vesting percentage for awards made in June 2015 where the three-year performance period concluded on 31 March 2018. These units will vest in June 2018 and will be disclosed in the table of single total figure of remuneration at the year-end share price of R153.07 for Vodacom shares.

Metric	Weight	Min 20%	Target 50%	Max 100%	Result %
Operating free cash flow	70%				51.8
TSR	30%				24.8

The overall achievement was 76.6%. The comparable Group LTIP achievement for 2017 was 53%.

Based on a combination of policy and talent rating (as detailed in the remuneration policy) LTIP awards were made to the CEO and CFO in June 2017.

Tables of single total figure of remuneration for FY2018

The following tables have been prepared in accordance with the provisions of King IV and practice notes and thus include an LTIP amount, a change from the prior year disclosure and restatement of prior year amount disclosed, based on previous LTIP awards where performance vesting metrics were concluded at the end of the current financial period ended 31 March 2018. The LTIP is valued at the year-end share price of R153.07 for Vodacom shares and GBP1.95 for Vodafone shares.

MS Aziz Joosub	2018	2017	Currency
GP	10 450 000	10 000 000	ZAR
Other [1]	4 800	4 800	ZAR
STI[2]	12 391 400	10 860 000	ZAR
LTI[3]	22 655 850	15 990 647	ZAR
FSP	11 506 253	7 706 552	ZAR
FSP match	6 694 364	4 284 880	ZAR
Vodafone match	4 455 233	3 999 215	ZAR
Dividends[4]	4 770 445	4 024 495	ZAR
Total (pre tax)	50 272 495	40 879 942	ZAR
Total (post tax)[5]	27 649 872	22 483 968	ZAR

T Streichert	2018	2017	Currency
GP	353 320	333 949	GBP
Other[1]	2 093 752	1 611 892	ZAR
Other[1]	77 968	67 309	GBP
STIP[2]	221 818	199 390	GBP
LTIP[3]	116 589	114 441	GBP
Vodafone shares	116 589	114 441	GBP
Dividends equivalent shares	20 541	21 125	GBP
Total (pre tax)	790 236	736 214	GBP
Total (pre tax)	2 093 752	1 611 892	ZAR

1. This includes the Vodacom mobile phone benefit. For assignees this amount includes the gross value of assignment allowances and educational benefits for children paid.
2. These amounts relate to the bonus payable in June 2018, which is derived from performance for the year ended 31 March 2018.
3. LTIP awards made in July 2015 will vest in July 2018.
4. Dividends are the total of cash receipts during the financial year based on previous unvested FSP LTIP awards and cash settled in lieu of dividends on Vodafone matching shares. This does not include dividends receipted on awards where the performance measurement period has been concluded such as the conditional benefit shares, co-investment contributions by the employee or matching awards, which have been settled previously.
5. Post tax values are indicative using a 45% rate of taxation rate being applicable to the gross amount for the CEO. The CFO, however, is taxed under a different regime, hence no post tax value is indicated for the CFO.

Tables of outstanding share awards (number of shares)

MS Aziz Joosub

Financial year awarded	Date awarded	Date vesting	Opening balance	Granted in the year	Forfeited in the year	Settled in the year	Closing balance
Conditional benefit – restricted shares							
2014	May 2013	n/a	208 610	–	–	–	208 610
Vodacom FSP – with Company performance vesting conditions							
2015	Jun 2014	Jun 2017	95 482	–	(44 781)	50 701	–
2016	Jun 2015	Jun 2018	98 133	–	–	–	98 133
2017	Jun 2016	Jun 2019	108 099	–	–	–	108 099
2018	**Jun 2017**	**Jun 2020**		**108 591**	–	–	**108 591**
Vodacom matching award							
The CEO made the required investments in Vodacom shares, as per his co-investment requirement and as a result the following matching awards were awarded:							
2015	Jul 2014	Jul 2017	53 088	–	(24 898)	28 190	–
2016	Aug 2015	Aug 2018	57 094	–	–	–	57 094
2016	Nov 2015	Nov 2018	13 381	–	–	–	13 381
2017	n/a			–	–	–	–
2018	**Jun 2017**	**Jun 2019**	–	**87 126**	–	–	**87 126**
2018	**Jun 2017**	**Jun 2020**	–	**75 410**	–	–	**75 410**
Vodafone matching award at target level (100% vesting)							
In terms of the CEO co-investment requirement, the CEO made the following investments in Vodafone shares and as a result Vodafone made a matching award of performance shares to the equivalent value. The Vodafone matching award will vest based on actual targets achieved. The target range is 0% – 250%:							
2015	Jun 2014		95 863	–	–	104 347	–
2016	Sep 2015		82 391	–	–	–	82 391
2017	Jun 2016		99 797	–	–	–	99 797
2018	Aug 2017		**126 618**	–	–	–	**126 618**
YeboYethu units							
2009	Sep 2008		2 628 498	–	–	–	2 628 498
2016	Sep 2015		876 862	–	–	–	876 862

The CEO matching award for 2017 was not allocated, as Vodacom was restricted from purchasing shares. The award was, however, allocated in June 2017 with a two-year vesting period.

Tables of outstanding share awards (value of shares)

In the tables presented below, the value at award represents the face value of shares at the time of award. The value at year-end, after adjusting for share price movements and the targeted vesting level, thus represents the current estimate of value likely to accrue to participants based on the 31 March 2018 closing price of R153.07.

The column indicated by 'Settled in the year' represents the cash value of all awards that were settled per the disclosure requirements of King IV. Similarly, the column indicated by 'Forfeited in the year' represents the cash value forfeited by participants in the year.

MS Aziz Joosub

Financial year awarded	Date awarded	Value at award date	Estimated effect of share price[1]	Estimated effect of performance targets[2]	Forfeited in the year[3]	Settled in the year[3]	Value at year-end[4]	Currency
Conditional benefit – restricted shares								
2014	May 2013	23 669 391	8 262 542	–	–	–	31 931 933	ZAR
Vodacom FSP – with Company performance vesting conditions								
2015	Jun 2014	12 510 052	3 255 936	–	(7 394 248)	8 371 740	–	ZAR
2016	Jun 2015	13 140 009	1 881 210	(7 510 609)	–	–	7 510 610	ZAR
2017	Jun 2016	17 999 921	(1 453 207)	(8 273 357)	–	–	8 273 357	ZAR
2018	**Jun 2017**	**18 000 294**	**(1 378 270)**	**(8 311 012)**	–	–	**8 311 012**	**ZAR**
Vodacom matching award								
The CEO made the required investments in Vodacom shares, as per his co-investment requirement and as a result the following matching awards were awarded:								
2015	Nov 2014	6 950 021	1 762 251	–	(4 086 010)	4 626 262	–	ZAR
2016	Aug 2015	7 963 471	775 907	(4 369 689)	–	–	4 369 689	ZAR
2016	Nov 2015	2 000 058	48 172	(1 024 115)	–	–	1 024 115	ZAR
2017	n/a			–	–	–	–	ZAR
2018	**Jun 2017**	**14 442 206**	**(1 105 829)**	**(6 668 188)**	–	–	**6 668 189**	**ZAR**
2018	**Jun 2017**	**12 500 135**	**(957 126)**	**(5 771 504)**	–	–	**5 771 505**	**ZAR**
Vodafone matching award at target level (100% vesting)								
The Vodafone matching award will vest based on actual targets achieved. The target range is 0% – 250%. The value of Vodafone shares is disclosed at target level and as a result the impact of performance targets are not shown.								
2015	Jun 2014	187 891	27 123	–	–	234 043	–	GBP
2016	Sep 2015	170 549	(9 887)	–	–	–	160 662	GBP
2017	Jun 2016	221 550	(26 945)	–	–	–	194 605	GBP
2018	**Aug 2017**	**284 890**	**(37 985)**	–	–	–	**246 905**	**GBP**
YeboYethu units								
2009	Sep 2008						1 051 399	ZAR
2016	Sep 2015						350 745	ZAR

Notes:
1. The estimated effect of share price is based on the share price movement between the date of award and the closing price on 31 March 2018.
2. The estimated effect of performance targets is based on the targeted 50% vesting being applied.
3. Shares settled and forfeited in the year were at a price of R165.12 for FSPs and R164.11 for matching awards.
4. Value at year-end is based on the closing share price on 31 March 2018 of R153.07 for Vodacom shares and R0.40 for YeboYethu units.

Tables of outstanding share awards (number of shares)

T Streichert

Financial year awarded	Date awarded	Date vesting	Opening balance	Granted in the year	Forfeited in the year	Settled in the year	Closing balance
Vodafone shares – no Company performance vesting conditions							
2015	Jun 2014	Jun 2017	17 871	–	–	17 871	–
2016	Jun 2015	Jun 2018	17 392	–	–	–	17 392
2017	Jun 2016	Jun 2019	42 999	–	–	–	42 999
2018	**Jun 2017**	**Jun 2020**	**–**	**39 899**	**–**	**–**	**39 899**
Vodafone shares with Company performance vesting conditions							
2015	Jun 2014	Jun 2017	71 478	–	(38 326)	33 152	–
2016	Jun 2015	Jun 2018	69 562	–	–	–	69 562
2017	Jun 2016	Jun 2019	171 992	–	–	–	171 992
2018	**Jun 2017**	**Jun 2020**	**–**	**159 586**	**–**	**–**	**159 586**
Vodafone shares – matching award							
2017	Nov 2016	Nov 2019	21 449	–	–	–	21 449

Tables of outstanding share awards (value of shares)

T Streichert

Financial year awarded	Date awarded	Value at award	Estimated effect of share price[1]	Estimated effect of performance targets[2]	Forfeited in the year[3]	Settled in the year[3]	Value at year-end[4]	Currency
Vodafone shares – no Company performance vesting conditions								
2015	Jun 2014	33 919	6 164	–	–	40 083	–	GBP
2016	Jun 2015	41 219	(7 305)	–	–	–	33 914	GBP
2017	Jun 2016	97 608	(13 760)	–	–	–	83 848	GBP
2018	**Jun 2017**	**88 975**	**(11 172)**	**–**	**–**	**–**	**77 803**	**GBP**
Vodafone shares – with Company performance vesting conditions								
2015	Jun 2014	135 665	2 511	–	(63 818)	74 358	–	GBP
2016	Jun 2015	164 862	(29 216)	67 823	–	–	67 823	GBP
2017	Jun 2016	390 422	(55 037)	167 692	–	–	167 693	GBP
2018	**Jun 2017**	**355 877**	**(44 684)**	**155 596**	**–**	**–**	**155 597**	**GBP**
Vodafone shares – matching award								
2018	**Nov 2016**	**43 756**	**(1 930)**	**(20 913)**	**–**	**–**	**20 913**	**GBP**

Notes:
1. The estimated effect of the share price is based on the share price movement between the date of award and the closing price on 31 March 2018.
2. The estimated effect of performance targets is based on the targeted 50% vesting being applied.
3. Shares settled and forfeited in the year were at a price of GBP2.24.
4. Value at year-end is based on the closing share price on 31 March 2018 of GBP1.95.

Shareholding

Details of the beneficial interests of directors in Vodacom's ordinary shares (excluding interests in the long-term incentive plans) are set out in the Directors' report in the consolidated annual financial statements available online on www.vodacom.com

Funding of share plans and dilution details of the shares used for the FSP are set out in the consolidated annual financial statements and the Directors' report, which is available on www.vodacom.com

All awards granted under the FSP are settled through the shares purchased in the market and not by newly issued shares.

Compliance with policy

The disclosure presented in this report is based on awards to qualifying employees where all remuneration decisions have been made in total compliance with the remuneration policy as approved previously by shareholders. There have been no known deviations from policy in the current financial year.

Non-executive directors

Non-executive director (NED) fees are benchmarked against a peer group of similar sized companies as detailed earlier in this report. Vodacom believes that NEDs duties and fiduciary responsibilities extend well beyond simple attendance at meeting. For this reasons fees are set as single retainer amounts irrespective of meeting attendance. Non-executive directors do not receive any short-term cash, nor do they receive any long-term share awards.

Non-executive director payments

In accordance with our memorandum of incorporation, shareholders must approve these fees at the AGM. The current fee level was approved on 18 July 2017 at the AGM, and was implemented on 1 August 2017.

Based on board and committee membership during the course of the year, the following payments were made to non-executive directors for the current financial year ended 31 March 2018.

Payments to non-executive directors

Name	Director fee (R)	ARCC Chairman (R)	ARCC member (R)	RemCo Chairman (R)	RemCo member (R)	Nomination Committee member (R)	Social and Ethics Committee Chairman (R)	Social and Ethics Committee member (R)	Other committees (R)	Total (R)
2018										
PJ Moleketi[1,2,3,5]	1 930 081	–	52 218	–	–	–	62 661	–	25 000	2 069 960
DH Brown[1,2]	430 000	321 333	–	–	138 333	–	–	–	50 000	939 666
V Badrinath[4]	430 000	–	–	–	138 333	120 000	–	–	25 000	713 333
M Joseph[4]	430 000	–	–	–	–	–	–	–	25 000	455 000
BP Mabelane[2]	430 000	–	181 000	–	–	–	–	–	25 000	636 000
SJ Macozoma[1,2,3,6]	380 296	–	128 782	–	–	–	105 000	–	–	614 078
TM Mokgosi-Mwantembe[1,2]	430 000	–	–	243 333	–	120 000	–	–	25 000	818 333
MP Moyo[3,7]	686 290	–	–	–	–	–	–	–	–	686 290
JWL Otty[4]	430 000	–	–	–	–	–	–	–	25 000	455 000
M Pieters[4]	430 000	–	–	–	–	–	–	–	–	430 000
RAW Schellekens[4]	430 000	–	–	–	138 333	120 000	–	120 000	–	808 333
	6 436 667	321 333	362 000	243 333	414 999	360 000	167 661	120 000	200 000	8 625 993

Notes:
1. Fees excluding VAT paid from 1 June 2018.
2. Independent non-executive directors received an amount of R2 000 and R3 400 in September 2017, for incidental expenses while travelling to Board meetings held in Portugal.
3. Fees for a portion of the year.
4. Fees paid to Vodafone and not the individual director.
5. PJ Moleketi appointed as Chairman on 19 July 2017.
6. SJ Macozoma appointed on 19 July 2017.
7. MP Moyo retired on 18 July 2017.

Based on board and committee membership during the course of the year, the following payments were made to Non-executive directors for the previous financial year ended 31 March 2017.

Name	Director fee	Audit Committee Chairman	Audit Committee Member	RemCo Chairman	RemCo Member	Nomination Committee	Social and Ethics Chairman	Social and Ethics Committee	Other Committees	Total
2017										
MP Moyo	2 233 334	–	–	–	–	–	–	–	–	2 233 334
DH Brown	380 000	316 334	–	–	133 334	–	–	–	100 000	929 668
V Badrinath °*[2]	97 500	–	–	–	33 750	30 000	–	–	–	161 250
M Joseph*	380 000	–	–	–	–	–	–	–	25 000	405 000
BP Mabelane	380 000	–	170 000	–	–	–	–	–	75 000	625 000
TM Mokgosi-Mwantembe	380 000	–	–	236 667	–	120 000	–	–	75 000	811 667
PJ Moleketi	380 000	–	170 000	–	–	–	206 667	–	76 667	833 334
JWL Otty*	380 000	–	–	–	–	–	–	–	25 000	405 000
M Pieters*	380 000	–	–	–	–	–	–	–	–	380 000
RAW Schellekens*	380 000	–	–	–	133 334	120 000	–	118 334	–	751 668
S Timuray*°[1]	282 500	–	–	–	99 584	90 000	–	–	25 000	497 084
	5 653 334	316 334	340 000	236 667	400 002	360 000	206 667	118 334	401 667	8 033 005

Notes:

* Fees paid to Vodafone and not the individual director.

° Fees for a portion of the year.

Fees proposed are exclusive of any VAT, which may be applicable.

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.