

Vodacom Group Limited

Notice of Annual General Meeting

Tuesday 21 July 2026 at 10:00

Further together



Contents

Letter to Shareholders	01
Our Board of directors	02
Notice of annual general meeting	04
Voting and proxies	12
Corporate information	13
Form of proxy	Loose
Notes to the form of proxy	Loose





SAKI MACOZOMA



Dear shareholder

I have the pleasure of inviting you to attend the thirty-first annual general meeting of the company, which will be held in person and by electronic participation at Vodacom World on Tuesday 21 July 2026 at 10:00. The annual general meeting is a valuable opportunity for shareholders to communicate with the Board to review the performance of the company.

The Board is confident that the hybrid annual general meeting experience which Vodacom offers to its shareholders allows for a much wider range of participation at the meeting, especially for our foreign-based shareholders.

We offer virtual access to the annual general meeting, with full voice integration, allowing shareholders who cannot attend in person, to view the proceedings, to speak and ask questions in real time, and to cast their votes on the shareholder resolutions.

Vodacom supports the use of electronic communications which will deliver savings to the company in terms of administration, printing and postage costs, as well as speeding up the provision of information.

The following documents are enclosed:

- Notice of annual general meeting setting out the resolutions to be proposed at the meeting; and
- A form of proxy.

With this in mind, we will be printing a limited number of the 2026 Integrated Report. Should you wish to receive a printed copy of the 2026 Integrated Report, kindly email your request to companysecretary@vodacom.co.za.

The 2026 Integrated Report, the full consolidated financial statements of the company and its subsidiaries (including the directors' report, the independent auditors' report, the Audit, Risk & Compliance Committee report and the remuneration report) will be published on our website, www.vodacom.com. The summarised financial statements are set out in the 2026 Integrated Report.

The Social and Ethics Committee report incorporating the company's approach to environmental, social and governance (ESG) matters, will be included in the ESG report and will be available on our website on or about 12 June 2026.

If you are unable to attend the annual general meeting in person, you may, as a shareholder, exercise your right to take part in the proceedings electronically or by submitting a form of proxy.

I look forward to welcoming you at the meeting.

Yours sincerely

Saki Macozoma
Chairman

5 June 2026

Our Board of directors



Sakumzi (Saki) Justice Macozoma
(69)

Independent non-executive chairman, Chairman of the Nomination Committee and member of the Social and Ethics Committee

Appointed in July 2017 and as Chairman in July 2020, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation and infrastructure
- Telecommunications and mobile telephony
- People, culture and talent
- Political acumen



Mohamed Shameel Aziz Joosub
(55)

Chief Executive Officer and executive director of Vodacom Group, member of the Social and Ethics Committee and the Investment Committee. Chairman of the Vodacom Group Executive Committee and Vodacom (Proprietary) Limited

Appointed in September 2012, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation and infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



Raisibe Morathi
(56)

Chief Financial Officer and executive director of Vodacom Group and member of the Investment Committee. Member of the Vodacom Group Executive Committee

Appointed in November 2020, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation and infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



Khumo Lesego Shuenyane
(55)

Lead Independent Director Chairman of the Social and Ethics Committee and the Investment Committee. Member of the Audit, Risk and Compliance Committee and considered a financial expert for purposes of this committee and member of the Nomination Committee

Appointed in July 2020, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation and infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



Clive Bradney Thomson
(60)

Independent non-executive director and Chairman of the Audit, Risk and Compliance Committee and considered a financial expert for purposes of this committee. Member of the Investment Committee and Remuneration Committee

Appointed in April 2020, with knowledge, skills and experience in:

- Board governance and stewardship
- Executive leadership
- Financial and capital strategy
- Geographic and market exposure
- People, culture and talent



Phuthi Mahanyele-Dabengwa
(55)

Independent non-executive director and Chairman of the Remuneration Committee. Member of the Nomination Committee

Appointed in January 2019, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation & infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



**Nomkhitha
Cylda Nqweni**
(51)

Independent non-executive director and member of the Audit, Risk and Compliance Committee and considered a financial expert for purposes of this committee. Member of the Social and Ethics Committee

Appointed in April 2020, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- People, culture and talent



Pierre Klotz
(50)

Non-executive director and member of the Investment Committee

Appointed in April 2020, with knowledge, skills and experience in:

- Board governance and stewardship
- Executive leadership
- Financial and capital strategy
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation and infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



**Joakim
Reiter**
(51)

Non-executive director and member of the Social and Ethics Committee

Appointed in October 2023, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation & infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



**Leanne Susan
Wood**
(53)

Non-executive director and member of the Remuneration Committee, the Nomination Committee and the Social and Ethics Committee

Appointed in July 2019, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic & market exposure
- Legal, risk and regulatory affairs
- Technology, innovation & infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



**Nadia
Benabdallah**
(58)

Non-executive director

Appointed in April 2026, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, risk and regulatory affairs
- Technology, innovation and infrastructure
- Telecommunications and mobile telephony
- People, culture and talent



**Sateesh
Kamath**
(52)

Non-executive director and member of the Investment Committee

Appointed in March 2024, with knowledge, skills and experience in:

- Board governance and stewardship
- Customer, brand and commercial strategy
- Executive leadership
- Financial and capital strategy
- Fintech
- Geographic and market exposure
- Legal, Risk and regulatory affairs
- Technology, innovation and infrastructure
- Telecommunications and mobile telephony



James Ludlow
(49)

Alternate non-executive director to Leanne Wood. Member of the Remuneration Committee and the Nomination Committee

Appointed in September 2025, with knowledge, skills and experience in:

- Board governance & stewardship
- Financial & capital strategy
- Geographic & market exposure
- Telecommunications and mobile telephony
- People, culture & talent

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: US92858D2009 ADR code: VDMCY

“Vodacom” “Vodacom Group” or “the company” or “the Group”

Notice is hereby given that the thirty-first annual general meeting of the company will be held in person at Vodacom World, 082 Vodacom Boulevard, Midrand, Johannesburg, South Africa on Tuesday 21 July 2026 at 10:00 and by electronic participation via the electronic meeting platform (as permitted by the new JSE Listings Requirements (JSE Listings Requirements), the provisions of the Companies Act No 71 of 2008, as amended (the Companies Act), and the company’s memorandum of incorporation, to conduct the following business and adopt the following resolutions, with or without modifications.

1. Adoption of audited annual financial statements

To receive and consider the annual financial statement for the year ended 31 March 2026.

Ordinary resolution number 1

“RESOLVED THAT the consolidated audited annual financial statements of the company and its subsidiaries, together with the auditors’, Audit, Risk and Compliance Committee and directors’ reports for the year ended 31 March 2026, be and are hereby received and adopted.”

Copies of the full consolidated audited annual financial statements for the year ended 31 March 2026 are obtainable from the company’s website www.vodacom.com.

2. Election of directors

To elect or re-elect by way of separate resolutions:

- 2.1 Ms Nadia Benabdallah, having been appointed as a director of the Board with effect from 1 April 2026, after 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 Nadia Benabdallah be and is hereby elected as a director of the company.”

A fit and proper assessment was undertaken prior to Ms Nadia Benabdallah being nominated as a director to the Board and the Board was satisfied with the outcome thereof.

- 2.2 Messrs Khumo Lesego Shuenyane, Clive Bradney Thomson, Pierre Klotz and Ms Leanne Susan Wood are obliged to retire at this annual general meeting in accordance with the provisions of the company’s memorandum of incorporation. Having so retired, they are eligible for re-election as directors.

Ordinary resolution number 3

“RESOLVED THAT Mr KL Shuenyane be and is hereby re-elected as a director of the company.”

Ordinary resolution number 4

“RESOLVED THAT Mr CB Thomson be and is hereby re-elected as a director of the company.”

Ordinary resolution number 5

“RESOLVED THAT Mr P Klotz be and is hereby re-elected as a director of the company.”

Ordinary resolution number 6

“RESOLVED THAT Ms LS Wood be and is hereby re-elected as a director of the company.”

The profiles of the directors proposed for election and re-election appear on pages 05 and 06.

Fit and proper assessments have been undertaken on each of the directors standing for re-election and the Board is satisfied with the outcome thereof.



Director profiles:

Nadia Benabdallah (58)

Non-executive director

Qualifications: MSc in Electrical Engineering (Communications) from George Washington University (USA)

Nadia is a board member of ICCREA Bank, GSMA, CableLabs and ORAN. Nadia is a member of the Vodafone Technology Committee shaping the strategic direction of Vodafone's Technology to drive innovation and business growth. With over 30 years of experience in telecommunications across the USA and Europe, Nadia began her career at Comsearch, where she led major strategic projects for Lucent Technologies, Sprint Spectrum and US West Communications. She joined Vodafone in 1998 and has held several key positions, including UMTS Development Manager, 3G & Group Programs Director and Technology Strategy Director. Nadia was appointed to Vodacom Group Board as a director with effect from 1 April 2026.

Khumo Lesego Shuenyane (55)

Lead Independent Director

Chairman of the Social and Ethics Committee and the Investment Committee

Member of the Audit, Risk and Compliance Committee and considered a financial expert for purposes of this committee

Member of the Nomination Committee

Qualifications: B.Soc.Sc (International Studies with Economics), University of Birmingham | Chartered Accountant – England & Wales

Khumo Shuenyane is an independent non-executive director of Bidvest Group Limited and Ninety One Plc. He previously served as an independent non-executive director of Investec Limited and Investec Plc from 2014 to 2023, including five years as Chairman of Investec Bank Limited, the Group's South African banking subsidiary. He has over 15 years' experience in the telecommunications sector, including six years as Group Chief Mergers and Acquisitions Officer of MTN Group Limited and a member of the Group Executive Committee. His earlier experience includes senior advisory roles with Delta Partners, a global TMT advisory firm headquartered in Dubai, and nine years at Investec Bank, where he served in corporate finance and subsequently as Head of Principal Investments. He began his professional career at Arthur Andersen in the United Kingdom and South Africa. Khumo was appointed to the Vodacom Group Board in July 2020.

Clive Bradney Thomson (60)

Independent non-executive director

Chairman of the Audit, Risk and Compliance Committee and considered a financial expert for purposes of this committee

Member of the Investment Committee

Member of the Remuneration Committee

Qualifications: BCom Hons (UCT), MPhil (Cambridge), CA(SA)

Clive is the current Chairman of JSE listed Woolworths Holdings Limited which owns food and fashion retail operations in southern Africa, Australia and New Zealand. He has over 20 years' experience in senior leadership and executive roles and served as Chief Executive Officer (CEO) of multinational industrial company Barloworld Limited for 10 years. Prior to that he was CEO of the Barloworld capital equipment division and served as Group Finance Director for close to four years. Clive was formerly a partner at Deloitte, responsible for audit client services in addition to serving in accounting technical advisory and education portfolios. He was an independent non-executive director of ADVTECH Limited, a leading private education provider, from March 2021 until April 2025 where he also chaired the Investment Committee. Clive was appointed to the Vodacom Group Board in April 2020.

Pierre Klotz (50)

Non-executive director

Member of the Investment Committee

Qualifications: MSc Bus Administration

Pierre is the Vodafone Group Plc Group Corporate Finance Director. He joined Vodafone in July 2011 and is responsible for the Vodafone Group's Mergers & Acquisitions and Treasury related activities. Previously, he held a number of senior executive positions at UBS Investment Bank and at HSBC Investment Bank. Pierre holds a Master of Science in Business Administration from Gothenburg School of Economics and Commercial Law. He is also a non-executive director of TPG Telecom Limited and VodafoneThree Holdings Limited. Pierre was appointed to the Vodacom Group Board in April 2020.

Notice of annual general meeting continued

Director profiles continued:

Leanne Susan Wood (53)

Non-executive director

Member of the Nomination Committee

Member of the Remuneration Committee

Member of the Social and Ethics Committee

Qualifications: MA (Cambridge), MBA (INSEAD)

Leanne joined Vodafone as Chief Human Resources Officer and a member of the Executive Committee on 1 April 2019 and held this role until 31 December 2025. In this position she was responsible for leading Vodafone's people and organisation strategy which included developing strong talent and leadership, effective organisations, strategic capabilities and an engaging culture and work environment. Previously, Leanne was the Chief People, Strategy and Corporate Affairs Officer for Burberry Plc from 2015. Prior to that, she worked for Diageo Plc for 15 years in a variety of roles, most recently as their Group Human Resources Director. She has also worked in strategy and finance for Allied Domecq Plc, LEK Consulting and United Distillers. She is a non-executive director of Compass Group Plc. Leanne was appointed to the Vodacom Group Board in July 2019.

Nomkhita Cylda Nqweni (51)

Independent non-executive director

Member of the Audit, Risk and Compliance Committee and considered as a financial expert for purposes of this committee

Member of the Social and Ethics Committee

Qualifications: BSc, PG Dip (Investment Management) (Rhodes University), Advanced Management Programme (Harvard)

Nomkhita Nqweni is Chairperson of the Old Mutual Bank Board and an accomplished financial services leader with more than 25 years' experience across financial services, asset management and insurance. She is an experienced executive director of regulated entities and has held senior leadership roles across Africa and international markets. Nomkhita is the former Chief Executive of Wealth, Investment Management and Insurance (Africa) at Absa Group Limited, where she also served as Managing Director and Africa lead on the Barclays Wealth EMEA Executive Committee, working with teams in London and Geneva. Prior to Absa, she was Managing Director of Alexander Forbes Financial Services Holdings Limited (Africa). She has also served as the inaugural Chief Executive Officer of the Solidarity Fund, a rapid-response national partnership established to strengthen societal resilience during the COVID-19 pandemic. Nomkhita currently serves as an independent non-executive director of Old Mutual Limited. In recognition of her leadership, she was named CNBC All Africa Business Woman of the Year in 2018. Nomkhita was appointed to the Old Mutual Bank Board in July 2022, having previously served as an alternate director from April 2020.

Sakumzi (Saki) Justice Macozoma (69)

Independent non-executive chairman

Member of the Social and Ethics Committee

Chairman of the Nomination Committee

Qualifications: BA (Unisa)

Saki is a prominent businessman in South Africa. He is the chairman of Safika Holdings Proprietary Limited and Tshipi é Ntle and Ntsimbintle Mining Proprietary Limited and an independent non-executive director of Mondi Plc. He is a former Board member of Volkswagen South Africa, a former chairman of Liberty Life Holdings Limited and deputy chairman of the Standard Bank Group. He is the past president of Business Leadership South Africa. Saki is the former Chairman of the Presidents Big Business Working Group, Business Leadership South Africa, Business Trust, SA Tourism, Council of Wits University and Council on Higher Education. He is a former member of the B20, the business section of the G20, Global Leader for Tomorrow of the World Economic Forum (1997) and Patron of the Boy Scouts of South Africa and the Key School of Autism. Saki is also a former managing director of Transnet, former chairman of the MTN Group and the Parliamentary Portfolio Committee for Communications. In 2012, he was recognised for his work in civil society where Unisa bestowed on him the Calabash award for his fight against oppression during the apartheid regime. The Calabash award is one of the highest honours that could be bestowed on an individual by Unisa. Saki was appointed to the Vodacom Group Board in July 2017 and appointed chairman in July 2020.

**Mohamed Shameel Aziz Joosub (55)**

Chief Executive Officer and executive director of Vodacom Group

Member of the Social and Ethics Committee

Member of the Investment Committee

Chairman of the Vodacom Group Executive Committee and Vodacom (Proprietary) Limited

Qualifications: BAcc (Hons) (Unisa) and MBA (Southern Queensland University, Australia), Advanced Management Programme (Harvard), Honorary Doctorate in Management Sciences (Central University of Technology), Honorary Professor of Practice (University of Johannesburg)

Mohamed Shameel Aziz Joosub joined Vodacom/Vodafone in 1994 and currently serves as Chief Executive Officer at Vodacom Group, a position he has held since 2012. He is an Exco member of Vodafone PLC and is responsible for all its African operations. He has extensive telecommunications experience having held Managing Director/Chief Executive Officer positions in various companies across the group for the last 28 years, including Managing Director/Chief Executive Officer at Vodacom South Africa and Chief Executive Officer at Vodafone Spain. Shameel served on the Vodacom Group Board from 2000 until March 2011, when he was seconded to Vodafone Spain. He was re-appointed to the Vodacom Group Board in September 2012 after his return from Spain. He holds board positions at Vodacom Group Limited, Safaricom Plc, Vodafone Egypt Telecommunications S.A.E and a number of subsidiary boards across the group. Shameel also sits on the board of Business Leadership South Africa and is the Chairman of the South African telco industry association (Association of Comms and Technology NPC).

Joakim Reiter (51)

Non-executive director

Member of the Social and Ethics Committee

Qualifications: MSc Economics (London School of Economics), MSc Political Science (Lund University)

Joakim is the Chief External and Corporate Affairs Officer of Vodafone Group Plc, and a member of the Vodafone Group Plc Executive Committee. He is responsible for public relations and corporate affairs, including policy and regulation, communications, security, sustainability and charitable activities. Joakim is also currently on the Board of the Swedish Space Corporation, Trustee of Vodafone Group Foundation, Board member of ICC United Kingdom and fellow at the Royal Society of Arts, UK. Before joining Vodafone in April 2017, He was the Assistant Secretary-General of the United Nations and the Deputy Secretary-General of the United Nations Conference on Trade and Development (UNCTAD). Prior to that, Joakim spent more than 15 years in the foreign service of Sweden, including as Deputy Director-General of the Ministry of Foreign Affairs, Ambassador to the World Trade Organization and at the Permanent Representation to the European Union. He also served as an EU negotiator with DG Trade at the European Commission. Joakim was appointed to the Vodacom Group Board in October 2023.

3. Appointment of EY as auditors of the company

To appoint Ernst & Young Inc. (EY) 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 2027 is Mr W Kinnear, as the company's current individual registered auditor.

Ordinary resolution number 7

"RESOLVED THAT Ernst & Young 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 policy

To consider and approve the remuneration policy as contained in the remuneration report for the year ended 31 March 2026 as set out in the 2026 Remuneration Report obtainable from the company's website www.vodacom.com.

Ordinary resolution number 8

"RESOLVED THAT the remuneration policy for the year ended 31 March 2026 be and is hereby approved."

Pursuant to the commencement of the new section 30A of the Companies Act on 22 May 2026, the approval of the remuneration policy is by way of a binding vote of shareholders. It remains the case however that in terms of the King V Code on Corporate Governance for South Africa, 2025 (King V) and the JSE Listings Requirements, should 25% or more of the votes exercised be cast against this ordinary resolution, Vodacom must engage with shareholders as to the reasons therefor. Details of the manner and timing of such engagement will be disclosed in the voting results announcement of the annual general meeting.

5. Approval of the implementation of the remuneration policy

To consider and approve the implementation of the remuneration policy, as contained in the remuneration report for the year ended 31 March 2026 as set out in the 2026 Remuneration Report obtainable from the company's website www.vodacom.com.

Ordinary resolution number 9

"RESOLVED THAT the implementation of the remuneration policy for the year ended 31 March 2026 be and is hereby approved."

Pursuant to the commencement of the new section 30B of the Companies Act on 22 May 2026, the approval of the remuneration implementation report is by way of a binding vote of shareholders. It remains the case however that in terms of the King V and the JSE Listings Requirements, should 25% or more of the votes exercised be cast against this ordinary resolution, Vodacom must engage with shareholders as to the reasons therefor. Details of the manner and timing of such engagement will be disclosed in the voting results announcement of the annual general meeting.

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

To elect, by way of separate resolutions, the following directors, as members of the company's Audit, Risk and Compliance Committee:

Ordinary resolution number 10

"RESOLVED THAT Mr CB Thomson be and is hereby re-elected as a member of the company's Audit, Risk and Compliance Committee, subject to his re-election under ordinary resolution number 4."

Ordinary resolution number 11

"RESOLVED THAT Mr KL Shuenyane be and is hereby re-elected as a member of the company's Audit, Risk and Compliance Committee, subject to his re-election under ordinary resolution number 3."

Ordinary resolution number 12

"RESOLVED THAT Ms NC Nqweni be and is hereby re-elected as a member of the company's Audit, Risk and Compliance Committee."

The profiles of the members of the Audit, Risk and Compliance Committee proposed for re-election appear on page 05 and 06.

7. Appointment of the members of the Social and Ethics Committee

To elect, by way of separate resolutions, the following directors, as members of the company's Social and Ethics Committee:

Ordinary resolution number 13

"RESOLVED THAT Mr KL Shuenyane be and is hereby re-elected as a member of the company's Social and Ethics Committee, subject to his re-election under resolution number 3."

Ordinary resolution number 14

"RESOLVED THAT Ms NC Nqweni be and is hereby re-elected as a member of the company's Social and Ethics Committee."

Ordinary resolution number 15

"RESOLVED THAT Mr SJ Macozoma be and is hereby re-elected as a member of the company's Social and Ethics Committee."

Ordinary resolution number 16

"RESOLVED THAT Mr MS Aziz Joosub be and is hereby re-elected as a member of the company's Social and Ethics Committee."



Ordinary resolution number 17

“RESOLVED THAT Mr JH Reiter be and is hereby re-elected as a member of the company’s Social and Ethics Committee.”

Ordinary resolution number 18

“RESOLVED THAT Ms LS Wood be and is hereby re-elected as a member of the company’s Social and Ethics Committee, subject to her re-election under ordinary resolution number 6.”

The profiles of the members of the Social and Ethics Committee proposed for re-election appear on pages 05, 06 and 07.

8. Repurchase of shares

General authority to repurchase ordinary shares in the company

Ordinary resolution number 19

“RESOLVED THAT the company, or any of its subsidiaries, be and they are hereby authorised, by way of a general authority, to acquire/repurchase ordinary shares in the company, subject to the provisions of the Companies Act, and the JSE Listings Requirements, provided that:

- 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;
- any general repurchase/acquisition 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 as at the beginning of the current financial year, excluding treasury shares;
- no repurchase/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 repurchase/acquisition;
- the repurchase/acquisition of 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);
- the company may only appoint one agent at any point in time to effect any repurchase(s)/acquisition(s) on the company’s behalf;
- the authorisation thereto is given by the company’s memorandum of incorporation;
- the company or its subsidiary may not repurchase/acquire ordinary shares during a prohibited period unless it has in place a repurchase programme where the dates and quantities of ordinary shares traded during the relevant period are fixed (not subject to any variation) and which 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 as submitted to the JSE;
- 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
- should the company or any subsidiary cumulatively acquire, 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 JSE Listings Requirements.”

Having considered the effect on the company of the maximum repurchase under this annual general authority, the directors are of the opinion that Vodacom and its subsidiaries have passed the solvency and liquidity test in terms of the Companies Act and that since the test was performed, there have been no material changes to the financial position of the company or the Group.

Reason for and effect of ordinary resolution number 19

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

The Board has considered the impact of a repurchase/acquisition of up to 5% (five percent) of the company’s ordinary 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 or a subsidiary to repurchase/acquire such shares, it is deemed appropriate that the company or a subsidiary be authorised to repurchase/acquire the company’s ordinary shares. Any shares that may be repurchased/acquired for the time being shall be in connection with awards made in the normal course in respect of the company’s Forfeitable Share Plan and Conditional Share Plan. During the financial year ended 31 March 2026, the company acquired 3 936 062 ordinary shares in the market for purposes of awards of the Forfeitable Share Plan and Conditional Share Plan.

Disclosure in terms of section 7.91(d) of the JSE Listings Requirements

The JSE Listings Requirements require the following disclosures, which are also disclosed in the audited annual financial statements and the integrated report obtainable from the company’s website www.vodacom.com.

Major shareholders

Name of shareholder	Shares	%
Vodafone Investments (SA) Proprietary Limited	967 170 100	46.55
Vodafone International Holdings B.V.	385 436 024	18.55
Government Employee Pension Fund (GEPF)	234 160 239	11.27
YeboYethu Investment company (RF) Proprietary Limited	114 451 180	5.51

Share capital

Authorised

4 000 000 000 ordinary shares of no par value

Issued

2 077 841 204 ordinary shares of no par value

8. Repurchase of shares continued

Directors' responsibility statement

The directors, whose names appear on pages 02 and 03 collectively and individually accept full responsibility for the accuracy of the information pertaining 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.

9. Special business

Increase in non-executive directors' fees

Special resolution number 1

"RESOLVED THAT the level of non-executive directors' fees be increased with effect from 1 August 2026 on the basis set out as follows:

	Current fee R	Proposed fee R
Board Chairman*	4 199 333	4 388 303
Lead independent director*	2 008 965	2 099 368
Board Member (including their alternates)	660 759	726 835
Chairman of the Audit, Risk and Compliance Committee	549 623	605 793
Members of the Audit, Risk and Compliance Committee	278 271	290 793
Chairman of the Remuneration Committee	387 432	404 866
Members of the Remuneration Committee	201 720	210 797
Chairman of the Nomination Committee	302 581	316 197
Member of the Nomination Committee	172 904	180 685
Chairman of the Social and Ethics Committee	302 581	316 197
Members of the Social and Ethics Committee	172 904	180 685
Chairman of the Investment Committee	302 581	316 197
Members of the Investment Committee	172 904	180 685

* This is an all-inclusive fee. The Chairman does not earn any other fees than this despite being the Chairman of the Nomination Committee and member of the Social and Ethics committee. The Lead Independent Director will be remunerated on the same all-in fee basis for the coming year.

The overall effective increase is 4.5% apart from the Board Member Fee which has been increased by 10% to better align with the market median. Annual fees for an ad hoc committee shall be as follows:

Chairman	R316 197
Member	R180 685

Ad hoc committees 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.

A separate policy setting out the criteria to be applied to determine non-executive director fees is available for inspection by shareholders at the offices of the company."

Reason for and effect of special resolution number 1

The reason for proposing the special resolution is to ensure that the level of fees paid to non-executive directors remains 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 this special resolution number 1 is the level of fees as set out above is increased with effect from 1 August 2026.



Section 44 – financial assistance in respect of securities

Special resolution number 2

“RESOLVED THAT the Board is hereby authorised in terms of section 44 of the Companies 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 number 2), subject to compliance with the requirements of the company’s memorandum of incorporation and the JSE Listings Requirements, to authorise the company to provide direct or indirect financial assistance by way of loan, guarantee, the provision of security or otherwise, to any third party financiers or to any related or inter-related company (whether domestic or foreign) of the company (‘related’ and ‘inter-related’ will herein have the meaning as attributed to those terms in section 2 of the Companies Act) for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by Vodacom Group Limited or by a ‘related’ or ‘inter-related’ company to Vodacom Group Limited, or for the purchase of any shares or other securities of Vodacom Group Limited or of a ‘related’ or ‘inter-related’ company to Vodacom Group Limited. This special resolution number 2 shall be effective as from the date of the passing of this resolution for the maximum period permitted under the Companies Act.”

Reason for and effect of special resolution number 2

The company, where necessary, may seek to optimise its funding costs by providing guarantees, security, support undertakings or other financial assistance for the benefit of members of the Group and in favour of third-party financiers as part of the entry into financing agreements by the company or such other members of the Group with such third-party financiers. The opportunities for such transactions support the ability for the company to refinance or restructure existing debt obligations and improve its capital structure on an ongoing basis.

Section 45 – 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, 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 number 3), 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 Companies Act) that the Board may deem fit to any related or inter-related company (whether domestic or foreign) of the company (‘related’ and ‘inter-related’ will herein have the meaning as attributed to those terms in section 2 of the Companies Act), on the terms and conditions and for the amounts that the Board may determine. Provided that this authority is not relevant or applicable in respect of financial assistance which is exempted under section 45(2A) of the Companies Act”.

Reason for and effect of special resolution number 3

The main purpose of 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 Companies 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. It is noted that in terms of the Companies Amendment Act, No. 16 of 2024, financial assistance by a holding company to its South African subsidiaries is no longer subject to section 45 of the Companies Act.

10. Social and Ethics Committee report

The ESG report incorporating the report of the Social and Ethics Committee is presented to shareholders. A copy thereof can be found on the company’s website at www.vodacom.com.

Record date

The record date for shareholders to be registered in the share register of the company for purposes of being entitled to attend, speak and vote at the thirty-first annual general meeting is Friday 10 July 2026. Accordingly, the last day to trade to be entitled to attend, speak and vote at the thirty-first annual general meeting is Tuesday 7 July 2026.

In accordance with the Companies Act, shareholders attending the annual general meeting will need to provide identification reasonably satisfactory to the Transfer Secretaries. These forms of identification include a valid identity document, driver’s licence, passport, Trust Deed or Certificate of Incorporation.

Participation by way of electronic means

Shareholders or their proxies may participate in the annual general meeting by way of electronic means. The company is pleased to offer shareholders an online voting facility during the annual general meeting via the Lumi Platform for both shareholders attending the annual general meeting in-person (physically) at the venue as well as those shareholders who will be attending the annual general meeting via electronic communication. Shareholders are also referred to the “Electronic Participation Meeting Guide” published on the company’s website at www.vodacom.com for instructions on electronic voting.

Voting and proxies

- 1) Shareholders are entitled to attend, speak and vote at the annual general meeting.
- 2) Shareholders are reminded that 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. Shareholders participating in the annual general meeting in this manner may still appoint a proxy to vote on their behalf at the annual general meeting.
- 3) 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 (i.e. more than 50% of voting rights exercised).
- 4) Certificated shareholders and dematerialised shareholders with "own-name" registration who are unable to attend the annual general meeting and who wish to be represented at the annual general meeting, must complete and lodge the attached proxy form. It is recommended that forms of proxy be received by Computershare Investor Services Proprietary Limited (Transfer Secretaries) by no later than Monday 20 July 2026 at 10:00 for administration purposes.
- 5) Dematerialised shareholders without "own-name" registration who wish to attend the annual general meeting in-person must request their CSDP or broker to provide them with the necessary letter of representation in accordance with the relevant custody agreement. Dematerialised shareholders without "own-name" registration who do not wish to attend the annual general meeting but wish to be represented at the annual general meeting must advise their CSDP or broker of their voting instructions. Such shareholders should contact their CSDP or broker with regard to the cut-off time for their voting instructions.

As stated above, participation in the annual general meeting will also be via electronic communication and shareholders wishing to attend the annual general meeting via electronic means must follow the instructions for registration, attendance and participation set out below. The electronic platform provided to shareholders will be held in accordance with section 63(2)(a) of the Companies Act and the company's memorandum of incorporation.

How to participate in the annual general meeting?

Vodacom is pleased to offer the Lumi Platform for shareholders that wish to participate and vote online/virtually during the annual general meeting as well as in-room electronic voting devices for shareholders that wish to participate and vote in-room.

A demonstration will be conducted for the convenience of shareholders attending the annual general meeting in-person on how to use the Lumi Voting Devices. Shareholders are also referred to the "Electronic Participation Meeting Guide" published on the company's website at www.vodacom.com for instructions on electronic voting.

Step 1: Registration to attend the annual general meeting

1) Registering online

Shareholders attending via electronic communication will be required to connect to the annual general meeting through the Lumi website by following the steps set out at www.smartagm.co.za by selecting the applicable meeting and clicking on the Vodacom Group Limited logo. Shareholders are referred to the "Electronic Participation Meeting Guide" published on the company's website at www.vodacom.com for further instructions relating to the electronic participation.

2) Registering at the venue of the annual general meeting

Shareholders who wish to attend in-person and vote at the meeting, and who have not registered online, will be able to register at the venue from 08:00 to 09:45.

Step 2: Identification

In terms of section 63(1) of the Companies Act, all shareholders attending the annual general meeting will be required to provide identification reasonably satisfactory to the Transfer Secretaries. The forms of identification include a valid identity document, driver's licence, passport, Trust Deed or Certificate of Incorporation.

- 1) Participants registering to participate in the annual general meeting using the online registration method contemplated above, by uploading the relevant documentation via the online registration portal; or
- 2) Participants attending the annual general meeting in-person and who have not registered online, by furnishing the relevant documentation to the Transfer Secretaries at the annual general meeting venue.

Step 3: Questions

- 1) Shareholders are encouraged to submit any questions concerning the resolutions proposed as set out in this notice of annual general meeting in advance of the annual general meeting by emailing their questions to companysecretary@vodacom.co.za by no later than 10:00 on Monday 20 July 2026. These questions will be addressed at the annual general meeting. The submission of questions in advance will, however, not preclude a shareholder from asking a question at the annual general meeting either in person or via electronic communication.

Please note:

- Notwithstanding the foregoing, any shareholder who wishes to attend the annual general meeting is entitled to contact Computershare at proxy@computershare.co.za at any time prior to the conclusion of the annual general meeting, in order to be verified and provided with access to the Lumi Platform. In order to avoid any delays in being provided with access to the Lumi Platform shareholders are encouraged to contact Computershare at their earliest convenience.
- Shareholders will be liable for their own network and data charges. Neither Vodacom, Computershare and/or Lumi, their appointed service provider will be held accountable in the case of the loss of network connectivity or network failure due to insufficient airtime/internet connectivity/power outages/electronic participation channel malfunction which could prevent a shareholder from participating in the annual general meeting.

By order of the Board

Karen Robinson
Group Company Secretary

5 June 2026

Corporate information

Vodacom Group Limited

(Incorporated in the Republic of South Africa) (Registration number 1993/005461/06)
(ISIN: ZAE000132577 Share code: VOD)
(ISIN: US92858D2009 ADR code: VDMCY)
(Vodacom)

Secretary and registered office of Vodacom Group Limited

Karen Robinson

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T: +27 11 653 5000

E: companysecretary@vodacom.co.za

Sponsor

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Sandown, Sandton, 2196 South Africa

Auditors

Ernst & Young Inc.

102 Rivonia Road Sandton
South Africa
(Private Bag X14, Sandton 2146, South Africa)

ADR depository bank

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