

BOARD DIVERSITY POLICY

1. Purpose

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

Vodacom Group Limited supports the principles and aims of diversity at all levels of the organisation and particularly in respect of the composition of the Board.

2. Scope

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

3. Policy statement

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

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

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

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

Board Composition

Each year the Nomination Committee will:

- Ensure that the Board is composed of the optimum combination of executive, non-executive and independent directors according to the company's memorandum of incorporation, Companies Act, the JSE Listings Requirements and the Broad-Based Black Economic Empowerment Codes.
- Assess the appropriate mix of diversity, skills, experience and expertise required on the Board and assess the extent to which the required skills are represented on the Board; and
- Make recommendations to the Board in relation to appointments, and maintain an appropriate mix of diversity, skills, experience and expertise on the Board which will enable Vodacom to meet its obligations to its stakeholders.

Board evaluation

During each evaluation of the board (whether conducted annually or biennially), the Board will reflect on the appropriateness of its composition and whether it has the appropriate balance of knowledge, skills, experience, diversity and independence to effectively discharge its role and responsibilities.

Reporting to shareholders

The composition of the Board, and the activities of the Committee set out in this policy, will be reported to shareholders annually. To the extent that the Board may agree to implement voluntary targets, performance against these targets will also be reported to shareholders.