

YEBOYETHU LIMITED

Registration number: 2008/014734/06

MINUTES OF THE SEVENTH ANNUAL GENERAL MEETING HELD IN THE DOME, VODACOM WORLD, 082 VODACOM BOULEVARD, MIDRAND, JOHANNESBURG, SOUTH AFRICA ON THURSDAY 1 OCTOBER 2015 AT 11:00

PRESENT: ZBM Bassa (Chairman)
 D Konar (Director)
 AM Hall (Director)
 V Jarana (Director)
 SM Radebe (Director)
 CT Ralebitso (Director)

Shareholders as per attendance register

IN ATTENDANCE: LC Mogoane (Secretary)
 T Streichert (Chief Financial Officer of Vodacom Group Limited)
 B Williams (Finance Director of Vodacom Proprietary Limited)
 N Singh (Managing Executive: Finance of Vodacom Proprietary Limited)
 A Wilmot (Singular Systems Proprietary Limited)
 DA Desai (Partner, PricewaterhouseCoopers Inc.)

15.01 Quorum

The Chairman welcomed those present at the meeting. As the necessary quorum was present, the Chairman declared the meeting duly constituted. It was noted that 69 shareholders holding 12 830 908 ordinary shares were represented in person or by proxy at the meeting. This represented 48.61% of the total issued share capital of the Company.

15.02 Notice of meeting

The notice convening the meeting was taken as read.

15.03 Voting

In order to record all the votes represented at the meeting, the Chairman stated that voting in respect of the business put to the meeting shall be by way of poll only. The Chairman outlined briefly the procedure to be followed in respect of electronic voting.

15.04 Adoption of Audited Annual Financial Statements

The audited annual financial statements for the year ended 31 March 2015, having been previously circulated, were tabled for adoption.

IT WAS RESOLVED THAT the audited annual financial statements of the Company, together with the reports of the auditors, audit committee and directors for the year ended 31 March 2015, be and hereby received and adopted.

Shareholders representing 12 826 008 (99.96%) ordinary shares voted in favour of the adoption of the annual financial statements while 400 ordinary shares voted against, with 500 ordinary shares abstaining.

15.05 Re-election of directors

A shareholder enquired whether there were any representatives of shareholders on the board of directors. If so, would the Chairman please identify them. If not, he enquired whether it would add value to appoint a representative of the shareholders to the board of directors. The Chairman responded that there were four independent non-executive directors who did not hold shares in the Company and accordingly had no conflicts of interests. They focused on the interests of the Company. The other directors were employed by Vodacom and therefore were not independent. The interests of shareholders were served by the independent non-executive directors. If there was a shareholder representative on the board, that person would not necessarily represent the interests of all shareholders. The board followed the recommendation of King III that there should be a majority of independent non-executive directors on the board.

15.05.1 **IT WAS RESOLVED** THAT Ms AM Hall be and is hereby re-elected as a director of the Company.

Shareholders representing 12 826 153 (99.96%) ordinary shares voted in favour of Ms Hall's re-election as a director while 655 ordinary shares voted against, with 100 ordinary shares abstaining.

15.05.2 **IT WAS RESOLVED** THAT Mr V Jarana be and is hereby re-elected as a director of the Company.

Shareholders representing 12 825 508 (99.95%) ordinary shares voted in favour of Mr Jarana's re-election as a director while 1 000 ordinary shares voted against, with 300 ordinary shares abstaining.

15.06 Appointment of PricewaterhouseCoopers Inc as auditors of the company

A shareholder enquired how long PricewaterhouseCoopers Inc. had been the auditors of the Company. The Chairman replied that this was their first year. Deloitte had been the Company's auditors for the previous six years.

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

Shareholders representing 12 825 822 (99.95%) ordinary shares voted in favour of the appointment of PricewaterhouseCoopers Inc. as auditors 900 ordinary shares voted against, with 200 ordinary shares abstaining.

15.07 Appointment of members of the Audit Committee

15.07.01 **IT WAS RESOLVED** THAT Ms ZBM Bassa be and is hereby re-elected as a member of the Company's Audit Committee.

Shareholders representing 12 826 177 (99.96%) ordinary shares voted in favour of Ms Bassa's re-election as a member of the Audit Committee, while 500 ordinary shares voted against, with 200 ordinary shares abstaining.

15.07.02 **IT WAS RESOLVED** THAT Dr D Konar be and is hereby re-elected as a member of the Company's Audit Committee.

Shareholders representing 12 825 177 (99.95 %) ordinary shares voted in favour of Dr Konar's re-election as a member of the Audit Committee, while 500 ordinary shares voted against, with 200 ordinary shares abstaining.

15.07.03 **IT WAS RESOLVED** THAT Mr SM Radebe be and is hereby re-elected as a member of the Company's Audit Committee.

Shareholders representing 12 826 357 (99.96 %) ordinary shares voted in favour of Mr Radebe's re-election as a member of the Audit Committee, while 200 ordinary shares voted against, with 0 ordinary shares abstaining.

15.08 **YeboYethu Share trading platform**

The Chairman advised that the YeboYethu share trading platform had been operating since 3 February 2014, on the basis of a temporary exemption granted by the Financial Services Board ("FSB"). This exemption has been extended from time to time and the board would ensure that the Company met all regulatory requirements. In May and July 2014 the FSB issued directives that over the counter trading platforms like the platform on which the Company's shares were traded, constituted "exchanges" for the purposes of the Financial Markets Act, 2012 ("FMA") and, accordingly, that the Company, as an operators of one of those trading platforms, needed to either apply for a licence in terms of the FMA to operate an exchange, apply for an exemption from the requirement to obtain such licence (on a temporary or permanent basis) or cease trading. The Company would need to register its own platform with the FSB or migrate to a platform that was already registered with the FSB or it could list on the BEE Exchange on the JSE.

The board had investigated these three options over the past 18 months. The objective was to find a solution that maintained the current benefits and also provided flexibility so that shareholders could still use the dedicated call centre which was able to converse in several different languages and that the cost of trading did not increase significantly. The Chairman indicated that the Board had been constructively engaging the FSB in order to make plans to ensure that Company's trading activities are brought into the regulatory fold on a permanent basis. Shareholders will be informed of further developments.

15.09 **Thanks and appreciation**

The Chairman, with the indulgence of the meeting, expressed her appreciation and thanks to:

- The shareholders who believe in YeboYethu and Vodacom and had chosen to invest in them. She also thanked all of the shareholders who had taken the time to attend the annual general meeting, particularly as some of them had travelled considerable distances to attend;
- The men and women of Vodacom South Africa for their continued loyalty and valuable contribution for the benefit of YeboYethu Limited during the past year; and
- Fellow board members for their ongoing valuable counsel and guidance.

She also took the opportunity in expressing her appreciation to the many shareholders, customers and suppliers who have continued to demonstrate their confidence in Vodacom South Africa.

The Chairman advised shareholders that the formal regulatory aspects had now been concluded and she would close the meeting and thereafter take questions. She expressed appreciation to those shareholders who contacted with the Company Secretary to express their concerns as it assisted the board to represent the shareholders' best interests. She advised that the directors did not receive remuneration for their services.

The Chairman indicated that when the Company started seven years ago, the global economic position was buoyant. Currently, the economic conditions were difficult. The impact of the change in mobile termination rates had a significant negative effect on Vodacom's income statement last year. Despite that, Vodacom had maintained its good performance and transitioned from mainly revenue based on voice to data and other new revenue streams. Vodacom was a sustainable company and the shares continued to grow in value.

15.10 **Closure**

There being no further business to discuss, the Chairman thanked the members for their attendance and contribution and declared the meeting closed.

Signed as correct on this 20 day of November 2015.



CHAIRMAN