

Revenue stamp or revenue
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impression R80

SPECIAL RESOLUTION

(Section 200)
(To be lodged in duplicate)

Registration No. of Company
1991/005476/06

~~1736000~~
17358474
Agent Code: 005476

Name of company **TELKOM SA LIMITED**

Date notice given to members **3&4 MARCH 2009** Date resolution passed **26 MARCH 2009**

Special resolution passed in terms of section **62, 90 & 228** of the Act/*paragraph of the memorandum/*article of the articles.

Copy of notice convening meeting attached.
Consent to waive period of notice of meeting (CM 25) ~~attached~~/*not attached.

CONTENTS OF RESOLUTION

(Use reverse side if necessary)

Resolved:

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES
30-03-2009
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES
2009-03-26
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

AS SPECIAL RESOLUTIONS 1 AND 2 (SEE ATTACHED ANNEXURE A)

Rubber stamp of company, if any or of secretaries.

Date **26 March 2009**

Signature *[Signature]*
Director/Secretary/Manager

Name (in block capitals) **ADV MATHAKHA MONYAI**

* Delete whichever not applicable.

(To be completed by company)

Herewith copy of special resolution as registered.

Registration No. of Company
1991/005476/06

Name of company **TELKOM SA LIMITED**

Postal address **WERKMP TO BE COLLECTED**

Special resolution
registered this day
[Signature]
Date stamp of Companies
Registration Office
2009-03-30
Registrar of Companies
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS

Not valid unless stamped by Registrar of Companies.

ANNEXURE A

TELKOM SA LIMITED

REGISTRATION NUMBER 1991/005476/06

("the company")



SPECIAL RESOLUTION NUMBER 1

RESOLVED that, subject to the passing of special resolution 2 and ordinary resolutions 1, 2 and 3 (save to the extent that such resolutions are conditional on the passing of this resolution), the articles of association of the Company be, and are hereby amended by, the insertion therein of the following new article 55 immediately after the existing article 54:

55. FOREIGN MEMBERS

Notwithstanding anything to the contrary contained in these articles, if, in the opinion of the directors of the company, any payment or distribution in specie to members who are resident, or have a registered address, in any jurisdiction other than South Africa ("foreign members") may result in unduly onerous registration or other regulatory obligations for the company, such payment or distribution in specie shall not be made to such foreign members personally but shall instead be retained by the company or made to a third party in South Africa nominated by the company, which shall in each case hold such payment or distribution in specie on behalf of such foreign members. The company, or third party to whom such payment or distribution in specie is made, shall be obliged to dispose thereof and to remit the proceeds of such disposal (net of applicable fees, expenses, taxes and charges) to such foreign members, subject to the provisions of article 15.'

SPECIAL RESOLUTION NUMBER 2

RESOLVED that, subject to the passing of special resolution 1 and ordinary resolutions 1, 2 and 3 (save to the extent that such resolutions are conditional on the passing of this resolution), the Company be and is hereby authorised in terms of article 11 of the Company's articles of association and section 228 of the Companies Act, 1973 (Act 61 of 1973), as amended ("Companies Act") to distribute to its shareholders, pro rata to their respective holdings of shares in the Company on the record date for the distribution, as

an unbundling transaction contemplated in section 46 of the Income Tax Act, 1962 (Act 58 of 1962), as amended, and as permitted by section 90 of the Companies Act, 520,783,900 ordinary shares in Vodacom Group (Proprietary) Limited held by the Company, upon the terms and subject to the conditions set out in the circular to shareholders dated 2 March 2009 of which this notice of general meeting forms part.

REGISTRATEUR VAN MAATSKAPPYE
EN VAN BESLOTE KORPORASIES
30 -03- 2009
REGISTRAR OF COMPANIES
AND OF CLOSE CORPORATIONS