YEBOYETHU
Now more than ever, it's your Vodacom

Annual report

for the year ended 31 March 2022



YEBOYETHU
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Key highlights for the 2022 financial year

YeboYethu shareholders own

6.23%

in Vodacom Group,
through YeboYethu Investment Company, worth

R18.3 billion

(2021: R14.4 billion)

Dividends received by YeboYethu shareholders

220 cents

Interim 113 cents (2021: 111 cents)
Final 107 cents (2021: 100 cents)

Net asset value per share

R133.99

(2021: R68.84)

The YeboYethu AGM will be held virtually on

2 August 2022 at 10:00





Chairman's report

Thabo Mokgatlha
Chairman of the Board

> This year marks the fourteenth year of YeboYethu and these extraordinarily challenging times require us to look beyond ourselves to remain committed to supporting our shareholders.

We continue to invest in tracing shareholders to whom unclaimed dividends are owed in an effort to return value to them, as well as digitise and simplify processes to allow greater participation from you, our shareholders, in the scheme as we focus on driving financial inclusivity.

YeboYethu shareholders own 6.23% in Vodacom Group Limited (Vodacom or Vodacom Group), through YeboYethu Investment Company RF Proprietary Limited (YeboYethu Investment), and this investment has increased in value by R3.9 billion during the current financial year and is now worth R18.3 billion.

YeboYethu annual results for the year ended 31 March 2022

This report is our primary communication with our stakeholders and we are pleased to present it as a reflection of our performance during the financial year ended 31 March 2022 (FY2022):

- Increase in the Vodacom Group share price from R126.26 to R160.00, resulting in a gain of R3 861.6 million;
- Dividends received from Vodacom Group of R949.9 million (2021: R938.5 million);
- Capital repayment of borrowings of R374.1 million (2021: R269.7 million);
- Finance costs of R451.9 million (2021: R473.9 million);
- Increase in net asset value (NAV) per share to R133.99 from R68.84 as a consequence of the increased value of the investment and reduction in borrowings; and
- Basic earnings per share of 6 728 cents (2021: 2 400 cents).

Since creating the class A preference shares in September 2018 and up to June 2022, YeboYethu will have repaid a total of R994.8 million of capital. This includes an amount of R354.8 million in voluntary repayments that was mainly attributable to favourable dividends received from Vodacom Group over this period. On the Class B preference shares, YeboYethu will have repaid R197.0 million up to June 2022.

Refinancing of A Preference shares

The Class A preference shares are set to mature on 13 September 2023. Funding is still required to meet the objectives of the company which are to carry on the business of acquiring and holding shares in Vodacom Group. The Board has considered various options to refinance this. As an interim measure to ensure liquidity, the Board will extend the debt by an additional 12 months to September 2024, with the objective of finalising the refinancing on or before September 2023.

Vodacom

Vodacom recognises that its footprint across Africa provides it with the opportunity to play a significant role in the continent's socioeconomic development, particularly with regards to inequality, unemployment and poverty. Over the years, Vodacom has built a reputable business across its countries of operation, and its market share provides them with the platform to accelerate its multi-product strategy – called the system of advantage – by launching new initiatives and partnering with leading businesses to transform customers' lives. Vodacom is in an exciting period of its history, one where several major strategic milestones have been achieved – including obtaining a mobile licence in Ethiopia, Africa's second-most populous country, two transformational merger and acquisitions deals and the launch of its VodaPay and M-Pesa super-apps. In this way, Vodacom is poised to focus on securing its role as a leading African technology communications company (TechCo) through its purpose-led business model.

Dividend

I am pleased to announce that the YeboYethu Board has declared a dividend of 107 cents per share (2021: 100 cents per share). This was calculated after taking into account the dividend received from Vodacom Group, operational requirements and in accordance with the funding terms of the Broad-Based Black Economic Empowerment (B-BBEE) transaction. Your investment in YeboYethu has continued to deliver value, with a total dividend of 220 cents per share (2021: 211 cents per share), taking into account both the interim and final dividends for the year, being paid to shareholders.

Many shareholders have not yet claimed their dividends as a result of not keeping their bank account details up to date. Investing in and pursuing initiatives to return unclaimed dividends to shareholders remains a key focus area through various initiatives. This includes continued simplification of processes in order to make it easier for you to keep your details up to date,

the use of dedicated tracing agents and outbound call, email and sms campaigns as well as general media awareness.

Most recently, we have digitised the updating of shareholder information through website enhancements on **www.yeboyethu.co.za** that allows you to self-service and keep your details up to date at all times.

Refer to page 07 for further details on how to keep your information updated.

During the past year we have paid out R7 706 761 in unclaimed dividends, reducing the total unclaimed dividends by 12% from R63 650 003 to R55 943 242, of which R14 494 196 relate to deceased estates.

Amendment of YeboYethu's Memorandum of Incorporation (MoI)

In order to achieve the objectives of B-BBEE, particularly in terms of section 2 of the B-BBEE Act that aims to place ownership of productive assets of the South African economy in the hands of black people, Vodacom registered a B-BBEE transaction in 2018 whereby YeboYethu acquired a stake in Vodacom Group (VGL). All documents related to the transaction were submitted to the B-BBEE Commission. On 11 December 2020, the B-BBEE Commission notified the company of their concern in respect of paragraph 9.1 of Annexure D to the company's MoI, which reads as follows:

"For the entire duration of the funding period, unless Vodacom Group Limited in its sole, absolute and unfettered discretion agrees otherwise in writing in terms of the relationship agreement, the company and YY ShareCo[1] shall be black owned."

The B-BBEE Commission advised that such an undertaking creates the impression that the transaction is not for the empowerment of black people, but rather to facilitate compliance with B-BBEE ownership requirements, and that concluding a transaction with the sole purpose of enhancing or increasing B-BBEE credentials may undermine and frustrates the objectives of B-BBEE in terms of section 2 of the B-BBEE Act.

After extensive consultation with all parties, the Board of directors of the company have therefore proposed to the B-BBEE Commission that paragraph 9.1 of Annexure D of the MoI be amended to read as follows:

"For the entire duration of the funding period, the company and YY ShareCo[1] shall be black owned."

As such, this amendment is being proposed for approval to you at the upcoming AGM on 2 August 2022. Further details are contained in the notice of the annual general meeting (AGM) on page 46 and 47.

1. YeboYethu Investment Company.

Virtual AGM

As a consequence of COVID-19 and with the health of shareholders in mind, the AGM has been held virtually for the past two years. YeboYethu recognises that its investment in Vodacom Group allows us to play an active role in driving positive change. Hosting the AGM on an electronic platform allows us to link into Vodacom's purpose pillars and creating value for our shareholders :

- Digital society – Connecting our shareholders from all regions in South Africa digitally with an opportunity to meaningfully engage with the Board and management on a simple electronic platform by clicking on a personalised link and to ask questions real time through voice or text.
- Inclusion for all – Historically, physical meetings have only been held in Midrand, Johannesburg. An electronic meeting allows us to facilitate remote participation for all our shareholders and allow them to connect to the meeting from any region in South Africa.
- Planet – By not having a physical meeting, the company reduces its environmental impact and saves on the associated costs of a physical meeting.

With this in mind, YeboYethu will once again provide shareholders with an opportunity to participate in the YeboYethu AGM on 2 August 2022 and cast their votes by way of an electronic platform. Please refer to page 49 for further details.

To further ensure that the virtual shareholder meeting does not prejudice any shareholder or adversely affect their rights, shareholders will be given an opportunity to submit their questions to YeboYethu prior to the meeting, as well as ask written or verbal questions during the electronic meeting. The shareholders of YeboYethu are additionally invited to join virtual presentations on the JSE Empowerment Segment share trading platform and other items relating to the AGM by way of an information session just prior to the AGM on 2 August 2022.



Appreciation

This being my first year as Chairman, it has given me great pleasure in leading the Board in managing YeboYethu, so that you realise the benefit in your investment. As a YeboYethu investor, it is important to understand how your shares can potentially create value over time. Company share prices fluctuate over time, and it is important that you assess the company's underlying performance and current market conditions in assessing the value of your shares.

We thank you for your support and walking this journey with us and we encourage you to continuously update all personal details in order to ensure effective and efficient electronic shareholder communication. This will deliver savings to you that will deliver savings to YeboYethu in terms of administration, printing and postage costs, as well as speeding up the provision of information, all of which ultimately benefits shareholders.

I would like to extend a special welcome to Tersha Walljee as a member of the Board, subject to shareholder approval at the AGM, representing Siyanda Employee share scheme following the resignation of Matimba Mbungela. We are fortunate to have a diverse board that has a strong wealth of skills, experience and the outlook necessary to drive value creation of your investment.

I extend the Board's appreciation to the team at Vodacom Group for delivering a solid performance for the financial year ended 31 March 2022, allowing our investment to grow to R18.3 billion.

We encourage you to join or AGM electronically on 2 August 2022, as it gives you a valuable opportunity to communicate with the Board and we welcome your engagement and feedback in this regard.

TV Mokgatlha
Chairman of the Board



Stay informed

Keep your information up to date in order for YeboYethu to:

- **Communicate with you**
- **Pay your dividends on time**
- **Allow you to trade in your shares**
- **Keep you updated on the value of your investment**

How?

Contact us

Website:
www.yeboyethu.co.za

Email us at:
yeboyethu@jseinvestorservices.co.za

Call centre
082 241 0001
(toll-free from your Vodacom cellphone)

011 581 7850
(standard call rates apply)

Walk in centre

JSE Investor Services
Proprietary Limited
13th Floor, 19 Ameshoff Street
Braamfontein
Johannesburg

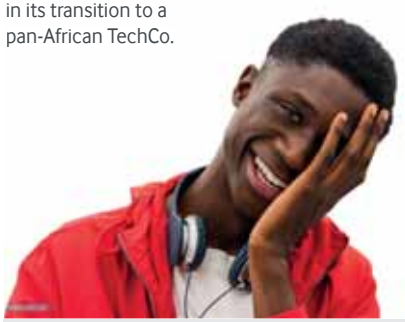
What will you need?

- Change of details form
- Proof of address
- Proof of identification
- Proof of banking details



Vodacom's value creation in practice

Vodacom's commitment to being a purpose-led organisation continues to drive its performance. The past year is best described as being a watershed year for Vodacom, and it made significant strides in its transition to a pan-African TechCo.



FC Financial capital

Group revenue
R102.7 billion
FY2021: R98.3 billion

Service revenue
R79.9 billion
FY2021: R77.6 billion

Capex
R14.6 billion
FY2021: R13.3 billion

Operating profit
R28.2 billion
FY2021: R27.7 billion

Distributed
R15.2 billion
in dividends to equity shareholders
FY2021: R15.1 billion

Debt service
R4.2 billion
paid in interest to debt funders
FY2021: R4.2 billion

Total shareholder return (TSR)
35.8%
FY2021: 15.2%

Headline earnings per share (HEPS)
1 013cps
FY2021: 980cps

Ordinary dividend per share
850cps
FY2021: 825cps

MC Manufactured capital

5G sites added in South Africa
434
FY2021: 190

Vodacom Group sites added:

4G sites:	1 410	FY2021: 1 883
3G sites:	519	FY2021: 885
2G sites:	441	FY2021: 787

Number of **rural network sites** increased to
9 637
FY2021: 9 280

Connected **95** deep rural sites and **61** rural communities previously without coverage

US$324.6 billion
M-Pesa transactions were processed in the year, including Safaricom
FY2021: US$251.1 billion

Vodacom Fibre passed
155 903
homes and businesses in South Africa
FY2021: 146 401

NC Natural capital

In 2021, Vodacom was ranked as the first telecommunications company (out of 221 companies) globally in the Sustainalytics ESG Risk Ranking, and maintained a MSCI AAA ESG rating

14.8% reduction
in GHG emissions per terabyte of data
FY2021: 0.75 mtCO$_2$e

96%
of network waste reused or recycled
FY2021: 99%

70 715 consumer devices reused or recycled
FY2021: 63 434

76%
reduction in water consumption in South Africa since 2017

HC Human capital

Paid
R7.3 billion
to 8 132 employees
FY2021: R7.0 billion to 7 875 employees

Invested
R483 million
in employee skills development across all markets
FY2021: R472 million

Encouraging diversity in South Africa

78%
of our employees are black
FY2021: 77%

62%
of our senior managers are black
FY2021: 62%

56%
of our ExCo members are black
FY2021: 67%

37%
female representation in senior management
FY2021: 35%

44%
of our employees are women
FY2021: 44%

IC Intellectual capital

Acquired high-demand spectrum (HDS) in South Africa for
R5.4 billion

In South Africa, **VodaPay downloads** reached
2.2 million
since launch

M-Pesa across the markets has grown to serve more than
47.1 million
customers

Vodacom's **Mezzanine, IoT.nxt, X-Link and Nexio subsidiaries** enable and enhance cloud, hosting, Internet of Things (IoT), managed security and managed service.

SRC Social and relationship capital

Customers
129.6 million
up 5.9%, including Safaricom

Contributed to vaccination rollout across Africa
Pledged
R87 million
with Vodafone to provide logistics support and cold-chain technology to deliver COVID-19 vaccines to underprivileged and rural communities

Enhanced public finances
R22.1 billion
tax and our total economic contribution to public finance
FY2021: R21.6 billion

Enabled financial inclusion
60.6 million
financial services customers, including Safaricom
FY2021: 58 million

Promoted digital inclusion
over **22 million**
users accessing our zero-rated ConnectU platform
FY2021: 15.5 million

Contributed to transformation in South Africa
LEVEL 1
broad-based black economic empowerment (B-BBEE) contributor status
FY2021: Level 1

R41 billion
weighted spend on B-BBEE-status suppliers
FY2021: R38 billion

Who governs YeboYethu?

Board composition

5 Independent non-executive directors



Thabo Mokgatlha
Chairman of the Board

Appointed to the Board in April 2019 and as Chairman in July 2021

BCom (North-West University), BCompt (Hons) (Unisa) CA(SA)



A

Busi Silwanyana
Appointed in February 2019

BCom (Honours) (University of Cape Town), postgraduate diploma in Accounting (UCT), MBA (University of Durham UK), CA(SA)



S

Adele Hall
Appointed in May 2013

BCompt (Unisa)



A S

Lea (Alethea) Conrad
Appointed in March 2019

BA, LLB (Rhodes), Management Advancement Programme (Wits Business School), International Executive Development Programme (London Business School and Wits Business School)



A S

Fundiswa Roji-Maplanka
Appointed in July 2021

BCom Acc (Hons) BCompt, Postgraduate Diploma in Financial Planning, CA(SA)

4 Non-executive directors



Katlego Kobue
Appointed in October 2018

BCom (majoring in Investments, Corporate Finance and Accounting) University of the Witwatersrand



Udo Lucht
Appointed in October 2018

BCom (Honours), CA(SA), CFA



S

Tersha Walljee
Appointed in January 2022

B Social Science – Industrial Psychology



Oren Fuchs
Appointed in April 2021

BA in Economics and Political Science, MSc Development Planning (Wits), and Finance Certificate (GIBS)

C Chairman
A Audit Committee
S Social and Ethics Committee

Board Committees

Audit Committee

Chairman
B Silwanyana

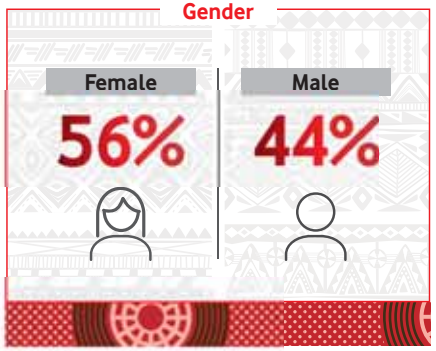
Members
– ABA Conrad
– F Roji-Maplanka

Social and Ethics Committee

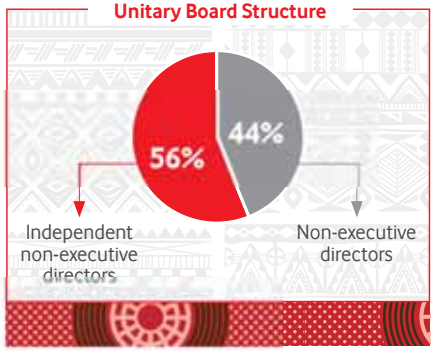
Chairman
AM Hall

Members
– T Walljee
– ABA Conrad
– F Roji-Maplanka

Gender



Unitary Board Structure



Independent non-executive demographic

100% Black

Board of directors

Thabo Mokgatlha

Thabo is the CEO and Executive director of Baphalane Ba Mantserre Investment Holdings Proprietary Limited (BBMIH). He also serves as a non-executive director of Hyprop Investments Limited, SANBS NPC, Baphalane Siyanda Chrome Company Proprietary Limited (BSCC) and is also a Council member of the North West University. Thabo was previously the Head of Business and Treasury of the Royal Bafokeng Nation (RBN) and served on numerous boards in the RBN group. He also served as a non-executive director of Rand Merchant Insurance Limited, Impala Platinum Limited, York Timbers Limited, Master Plastics Limited and SA Coal Mines Limited. Thabo was also a senior lecturer (Accounting and Taxation) and Finance Manager of the University of Bophuthatswana (now North-West University). He served in the Office of the Auditor General as a Centre Manager and the North West Parks and Tourism Board as Finance Manager.

Busi Silwanyana

Busi qualified as a Chartered Accountant (SA) in 1999 after serving articles at Deloitte & Touche. She is currently serving as an independent non-executive director of Stefanutti Stocks Limited, Finbond Mutual Bank Limited and AVI Limited. Busi is the executive director of Acendore LSB Proprietary Limited, a capital and debt advisory firm. She spent 15 years in banking across both Corporate and Investment Banking and Business banking divisions, including Absa Corporate and Investment Banking, and Standard Bank Group's Corporate and Investment Banking. Busi has held a number of senior positions as an executive heading the Lending business, the Mid-Corporate Segment, the Medium-Enterprises Segment, as well as the Franchising Segments. Busi then joined Royal Philips N.V.'s Africa business based in Johannesburg, heading its Philips Capital business covering Africa. Busi has previously served as a member of the SAICA Education Committee and as Director of SAICA's Thuthuka Education Upliftment Bursary Fund.

Adele Hall

Adele has operated at an executive level in various local and international companies for over 20 years, developing her unique set of leadership and transformation skills through the various roles she has held. Adele is the co-owner and director of No Ordinary Corporation, an organisation whose primary purpose is to assist organisations with their human resources and transformation objectives, with a special focus on development of entrepreneurs. Positions previously held included Vice President and Head of Transformation at Saab Grintek Defence, as well as director responsible for B-BBEE, Transformation and Diversity at UTI Africa. Adele is presently the Chairman of Alcon Marepha and a member of the Thandi Foundation. Adele previously held the position as Sales and Marketing director at The Pacific Institute of South Africa. Prior to this, she was an executive director and the majority shareholder of FranklinCovey Southern Africa and has held a number of senior commercial and marketing positions at FranklinCovey since 2001. Prior to this she held financial positions in a re-insurance company.

Lea (Alethea) Conrad

Lea is the Managing Director at Conrad Advisory, a professional advisory firm providing guidance to organisations in strategy development and implementation, strategic project management and execution and public policy analysis. Lea was formerly an independent non-executive director and the Chairman of the Audit and Risk Committee of UNISA Enterprises, Chairman of the board of African Phoenix Investments Limited, Chairman of the Remuneration, Nomination, Transformation and Social and Ethics Committee and a member of the Audit and Risk Committee. She is also the Chairman of the Afrimat BEE Trust. Lea served as an executive director on the board of Oceana Group Limited with her last role being Group Strategic Services Director. She held positions on the Social, Ethics and Transformation Committee and the Risk Committee. Lea was a member of the executive committee for 12 years and held the position of Chairman of the Oceana Empowerment Trust from its inception in 2006. She was also elected as an independent Trustee in 2016. During a 16-year tenure at the Oceana Group, Lea held senior management positions and directorships on various subsidiaries. She previously served as a Member at TSiBA, a private not for profit business school and held legal advisory and strategy positions at Transnet Limited.

Fundiswa Roji-Maplanka

Fundiswa (Fundi) Roji-Maplanka is a Chartered Accountant (SA) with professional experience in finance, audit, private equity, black economic empowerment, investment management, investor relations and mergers and acquisitions. She was a senior manager responsible for strategy and investor relations at the Imperial Group until the end of 2014. Prior to joining the Imperial Group, she worked for over a decade at Kagiso Trust Investments, and later at Kagiso Tiso Holdings as a director of investments. Over the last twenty years, she has sat on the boards of directors across various industries. She has served boards in various capacities including chairing Audit and Risk Committees, Social and Ethics Committees and participating in Remuneration Committees. In the public and NGO sector, she has served on the boards of Technology Innovation Agency, the Soul City Institute for Social Justice and on the Audit Committee of the Commission for Gender Equality.

Katlego Kobue

Katlego represents Royal Bafokeng Holdings (RBH) on the YeboYethu Board. Katlego is a Senior Investment Manager in RBH's investment team and has over 11 years' experience in investments. Katlego represents RBH as a director on the boards of DisChem Pharmacies, Liquid Telecoms Holdings, Liquid Telecoms South Africa, Royal Investment Managers, JC Decaux Sub-Saharan Africa (re-appointed), T-Jet Helicopters and has previously represented RBH on the Boards of Vodacom Proprietary Limited, JC Decaux South Africa and DHL Express SA. Katlego is now the independent Chairman of DHL Express SA.

Udo Lucht

Udo represents RBH on the YeboYethu Board. Udo joined RBH in 2016 and is currently Chief Investment Officer. Prior to joining RBH, he worked at Rand Merchant Bank in its Investment Banking division where he gained extensive debt and equity structuring experience. Udo is a non-executive director of Liquid Telecommunications (Jersey) Limited and RMB Holdings Limited, and an alternate non-executive director of Rand Merchant Investment Holdings Limited.

Tersha Walljee

Tersha represents the Vodacom Employee Trust (Siyanda) on the YeboYethu Board having been a trustee of Siyanda since its inception and was recently appointed as the Chairman of Siyanda. Tersha has been the Managing Executive of Rewards and Benefits for Vodacom Group since 2014 and is responsible for providing thought leadership and deep technical expertise in Reward, Recognition and Benefits Strategy for Vodacom Group across their footprint in Africa. During her time at Vodacom, she has served as a non-executive director on the Board of Xlink Communications Proprietary Limited and the Vodacom Group Pension and Provident Funds. She also participates in the remuneration committees of various Vodacom operating companies for remuneration specialist input. Prior to joining Vodacom, Tersha was employed by Pepsico as Compensation and Benefits Director based in Dubai. She has spent most of her career in multinational consumer goods companies such as Kelloggs and Kraft Foods (Mondelez) in the Compensation and Benefits field.

Oren Fuchs

Oren represents Mineworkers Investment Company (MIC) on the YeboYethu Board. He joined MIC in 2005 where he is a Senior Stakeholder Manager. He has extensive experience in development and corporate social investment work, communications and stakeholder management, as well as transformation, having worked in both the public and private sectors. Oren started his career in 1992 at Robin Lee Associates, a consultancy working in the development sector, and subsequently moved to the Johannesburg Metropolitan Council where he worked on urban and regional economic planning. After joining the Gauteng Treasury in 1998, he was appointed to manage setting up Blue IQ, a strategic economic infrastructure agency for the province. In 2002 Oren joined the SABC as Corporate Strategy Manager. Oren represents MIC's interests on various investee boards, trusts and foundations, including MIC Capital Partners, FirstRand Empowerment Foundation and the Peermont trusts, as well as heading up the marketing, communications and corporate social responsibility portfolios.

Directors' report

Nature of business

YeboYethu (RF) Limited (YeboYethu) was incorporated on 19 June 2008 under the laws of the Republic of South Africa. YeboYethu Investment Company (RF) Proprietary Limited (YeboYethu Investment) was created on 24 April 2018 as a wholly-owned subsidiary of YeboYethu (collectively, the Group) for the purpose of holding Vodacom Group Limited (Vodacom Group) shares, which shares are held as security for the borrowings incurred from a consortium of funders (Note 15 of the summarised consolidated financial statements). The principal activities of the company and the Group as a whole are to:

- carry on business of acquiring and holding shares in Vodacom Group; and
- receive and distribute dividends and other distributions received by it pursuant to its holding in Vodacom Group.



Financial results

Net profit for the year was R3 560 million (2021: R1 270 million).

This was mainly attributable to an increase in the Vodacom Group share price in the current financial year. Refer to Note 9 to the summarised consolidated financial statements for detail of the investment. Information on the performance of Vodacom Group for the year ended 31 March 2022 is available at www.vodacom.com.

Full details on the performance and financial position of the Group are set out in the consolidated financial statements for the year ended 31 March 2022 and are obtainable from the company's website www.yeboyethu.co.za.

Dividend distribution

Dividends of R112.7 million (2021: R103.2 million) were declared and paid during the year. Details in respect of the final dividend for the year ended 31 March 2022 are included in Events after the reporting period (Page 19).



	2022 R000	2021 R000
Interim dividend declared 26 November 2021 and paid 20 December 2021	**59 795**	—
Final dividend declared 7 June 2021 and paid 5 July 2021	**52 916**	—
Interim dividend declared 24 November 2020 and paid 14 December 2020	—	58 737
Final dividend declared 21 May 2020 and paid 6 July 2020	—	44 449
	112 711	103 186

Dividend policy

The Group's policy is to pay dividends in accordance with the priority of payments as stipulated in the funding agreements. There is however no assurance that a dividend will be paid in respect of any financial period and any future dividends is dependent upon the dividend distribution from Vodacom Group, as well as the Group's operating results and financial condition.

Impact of global matters

The Group's financial position and liquidity is solely dependent on its indirect investment in Vodacom Group. Vodacom Group's performance amidst the current global matters is therefore pivotal in the assessment of the Group's operations and the continuous flow of dividends. The Group has assessed the potential impact of COVID-19 as well as other global matters on the return from its investment in Vodacom Group, including a wide range of related risks that the aforementioned will have on its performance and liquidity in the short to medium term. The going concern assumption, as adopted in the preparation of the annual financial statements for the Group, remains applicable.

The Ukraine-Russian war has significantly impacted commodity prices, heightening inflation risk globally which will likely impact Vodacom Group's customer affordability and weigh on economic growth. This will place even greater reliance on Vodacom Group's ability to deliver personalised nano pricing through the innovative 'Just4You' platform, in addition to other proactive innovations to adjust to shifts in customer behaviour.

Going concern

The Group's consolidated financial position and its consolidated cash flows are described on pages 27 and 29. In addition, Note 21 of the consolidated financial statements, which is available online, includes the Group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments, and its exposures to credit and liquidity risk.

The Group generates its revenue from dividends received from its indirect investment in Vodacom Group through YeboYethu Investment.

The Group's total assets exceeds its total liabilities by R7 090.3 million (2021: R3 642.6 million) and its current assets exceeds its current liabilities by R8.4 million (2021: R10.1 million).

Taking all information into consideration that may have an impact on the Group in the medium term, the directors believe that the Group has adequate resources to continue in operational existence for the foreseeable future and accordingly, continue to adopt the going concern basis in preparing the consolidated financial statements.

Share capital and ordinary share premium

Full details of the share capital and ordinary share premium of the Group are contained in Notes 13 and 14 of these summarised consolidated financial statements.

Shareholder analysis

The Group's shareholder analysis as at 31 March 2022 was as follows:

Size of holdings	Number of shareholders	Percentage of shareholders (%)	Number of shares owned	Percentage of shares (%)
1 – 100 shares	71 669	86.95	6 999 325	13.23
101 – 1 000 shares	8 203	9.95	3 235 856	6.12
1 001 – 10 000 shares	2 469	3.00	4 958 725	9.37
10 001 – 50 000 shares	62	0.08	1 251 161	2.36
More than 50 000 shares	19	0.02	36 470 893	68.92
	82 422	100	52 915 960	100

Distribution of shareholders	Number of shareholders	Percentage of shareholders (%)	Number of shares owned	Percentage of shares (%)
Individual	80 742	97.96	16 727 679	31.61
Unincorporated	1 347	1.63	321 002	0.61
Company	171	0.21	22 808 983	43.10
Trust	162	0.20	13 058 296	24.68
	82 422	100	52 915 960	100

Top ten shareholders

Name of shareholder	Number of ordinary shares owned	Percentage holding (%)
Royal Bafokeng Holdings Limited	15 115 295	28.56
Vodacom Siyanda Employee Trust	11 544 839	21.82
MIC Investment Holdings (Pty) Limited	5 995 984	11.33
The Innovator Trust	1 203 757	2.27
Jabulani Richard Khethe	421 954	0.80
Overport Brickclay Property CC	317 713	0.60
Crescent Equity (Pty) Ltd	256 995	0.49
Fareeda Aboobaker	241 247	0.46
Beagle Investments Proprietary Limited	207 315	0.39
Royal Bafokeng Nation Platinum Province B-BBEE Trust	200 000	0.38
	35 505 099	67.10

Share price performance

Opening price 1 April 2021	**R39.22**
Closing price 31 March 2022	**R45.00**
Closing high for the period (1 April 2021 – 31 March 2022)	**R52.00**
Closing low for the period (1 April 2021 – 31 March 2022)	**R39.01**
Number of shares in issue	**52 915 960**
Volume traded during the period (1 April 2021 – 31 March 2022)	**470 017**
Ratio of volume traded to shares issued (%) (1 April 2021 – 31 March 2022)	**0.9%**
Rand value of shares traded (1 April 2021 – 31 March 2022)	**R21 248 757**
Total deals (1 April 2021 – 31 March 2022)	**2 090**

Consolidation of YeboYethu

Vodacom Group consolidates 100% of YeboYethu and YeboYethu Investment, which are structured entities that form part of Vodacom Group's Broad-based Black Economic Empowerment transaction.

Directors and secretary

Movements in directorate and secretary during the year under review:

	In office at signature date 07/06/2021	Resignations	Appointments	In office at signature date 15/06/2022
Directors	TV Mokgatlha*			**TV Mokgatlha*#**
	ZBM Bassa*#	27/07/2021		
	AM Hall*			**AM Hall***
	MM Mbungela	24/01/2022		
	KKD Kobue			**KKD Kobue**
	U Lucht			**U Lucht**
	B Silwanyana*			**B Silwanyana***
	ABA Conrad*			**ABA Conrad***
	O Fuchs			**O Fuchs**
			27/07/2021	**F Roji-Maplanka***
			24/01/2022	**T Walljee**
Secretary	Vodacom Group Limited			**Vodacom Group Limited**

* Independent non-executive directors.
# Chairman of the Board.

In terms of the company's memorandum of incorporation, Mr TV Mokgatlha and Mesdames AM Hall and ABA Conrad retire by rotation at the annual general meeting (AGM) to be held on 2 August 2022. Ms T Walljee representing Vodacom Siyanda Employee Trust, having been appointed since the last AGM of the Group, is in accordance with the provisions of the company's memorandum of incorporation, obliged to retire at the forthcoming AGM. All retiring directors are eligible and available for re-election.

All directors are non-executive. The Board has considered and satisfied itself that all independent non-executive directors are independent.

Interests of directors

The following director has direct and indirect beneficial interests in YeboYethu ordinary shares as at 31 March 2022.

	Units held in Vodacom Siyanda Employee Trust	Direct beneficial percentage interest in YeboYethu	Indirect beneficial percentage interest in YeboYethu
T Walljee[1]	**10 850**	**0.001%**	**0.021%**

1. There have been no changes to the directors' interest between the end of the financial year and the date of approval of the annual financial statements.

Address

Registered office	**Postal address**
Vodacom Corporate Park	Private Bag X9904
082 Vodacom Boulevard	Sandton
Midrand	2146
1685	

Auditors

Ernst & Young Inc. has been appointed as the auditor for the current financial year and will continue in office until the next AGM in accordance with section 90(1) of the Companies Act of 2008, as amended.

Events after the reporting period

A final dividend of 107 cents per share for the year ended 31 March 2022 was declared on 15 June 2022 payable on 11 July 2022 to shareholders recorded in the register at the close of business on 8 July 2022.

The net dividend is 85.60000 cents per share after taking into account dividend withholding tax of 21.40000 cents per share for those shareholders not exempt from dividend withholding tax.

The board is not aware of any matter or circumstance arising since the end of the financial year, not otherwise dealt with in the consolidated financial statements, which significantly affects the financial position of the Group at 31 March 2022 and the results of its operations or cash flows for the financial year end.

Consolidated financial statements as at 31 March 2022

For the purpose of this annual report, a summarised set of consolidated financial statements are included which are derived from audited consolidated financial statements of YeboYethu (RF) Limited for the year ended 31 March 2022. This summarised report is extracted from audited information, but is not itself audited. The detailed consolidated financial statements have been audited by the independent auditing firm Ernst & Young Inc. and were approved by the Board of directors on 15 June 2022. The audited consolidated financial statements and the auditor's report thereon are available for inspection at the company's registered office and on the website **www.yeboyethu.co.za**.



Social and Ethics Committee report

Adele Hall
Chairman of the Social and Ethics Committee

YeboYethu supports Vodacom as a purpose led organisation. The Board believes that Vodacom's purpose of connecting for a better future underpins the sustainability of YeboYethu's investment in Vodacom.

This purpose is supposed by three purpose pillars:

digital society **inclusion for all** **planet**

This is underpinned by Vodacom's commitment to operate responsibly which is essential to the Group's long-term sustainability and cultivation of trust with our stakeholders. This is means acting honestly, with integrity and maintaining robust ethics, governance and risk management.

Accordingly, the Social and Ethics Committee of YeboYethu considers its duties, as set out in the Companies Act, in conjunction with and in support of Vodacom's purpose.

The Vodacom Sustainability Report is available on **www.vodacom.com**

Digital society

YeboYethu harnesses value from being a member of a digital society and seeks to use digital applications to enable efficiencies and leverage benefits for its shareholders through the power of connectivity and digital services. The processes utilised in identifying, locating and verifying shareholders in order to return their unclaimed dividends have benefitted tremendously from digitisation.

As part of the initiatives to return unclaimed dividends to shareholders, YeboYethu was able to utilise key resources within Vodacom, including its Big Data capabilities, to drive improvements in reducing the volume of unclaimed dividends.

The Committee is aware that in paying out dividends and keeping its share register up to date, YeboYethu is in possession of the personal information of its shareholders. In this regard, it requires professional reviews and processes to be undertaken by its service providers, including its transfer secretaries, to ensure that the requisite data privacy and security protocols are in place to limit the risk of cyber threats.

Planet

YeboYethu supports Vodacom's responsible approach in addressing the environmental impact of its activities. Digital networks and technologies can play a key role in mitigating climate change and contribute to decarbonisation. In addressing climate change risks and opportunities, Vodacom focuses on:

- Considering climate change effects.
- Managing carbon emissions and energy use.
- Reducing waste and helping to build a circular economy.
- Using water responsibly.



Inclusion for all

YeboYethu's key strategic imperative is to hold a material stake in Vodacom, which enables members of society to participate in the growth of Vodacom. The Board focuses on the dividend income received from Vodacom twice a year and ensuring a sustainable flow of dividends to the shareholders of YeboYethu. It has always been a central imperative of YeboYethu that it provides a source of financial upliftment to its B-BBEE shareholder base.

YeboYethu, like similar organisations in South Africa, have experienced challenges with regards to unclaimed dividends accumulating over time. Shareholders change their bank account details and contact information but omit to advise the company in which they hold shares. This results in shareholders not receiving their dividends. As articulated on page 03 of this report, the company has undertaken numerous initiatives to assist in locating shareholders and returning their dividend payments to them.

During FY2022, the company contracted independent professional service providers to establish a dedicated outbound call centre and to trace shareholders, in an effort to update their information accordingly. Through these initiatives, YeboYethu was able to contact and successfully verify 2 481 shareholders and returned R12.3 million in unclaimed dividends. This is a remarkable achievement, and the Committee hopes that it will serve to provide an industry-setting example of how to the general challenge around unclaimed dividends in South Africa can be addressed.

The Committee is aware that to promote financial inclusion, it is imperative that it supports shareholders in respect of financial literacy. The day-to-day operations of dealing with an investment which is listed on the stock exchange can be complex. Accordingly, the company has undertaken ongoing initiatives to assist shareholders in managing their investments in YeboYethu. During the year, the company migrated its platform to JSE Investor Services (JIS), who are also the company's transfer secretaries. As part of this migration, JIS established a dedicated call centre function to service YeboYethu shareholders. This means that all shareholder queries, verification, unclaimed dividends and trading has been centralised on one platform, to provide a holistic service to shareholders. The company has also updated the YeboYethu website to assist shareholders in updating personal information. To the extent possible, forms and verification processes have been simplified.





FY2022 focus areas:

- Migration of services to a common platform operated by JSE Investor Services.
- Creation of a dedicated call centre for shareholders, with improved workflows and resolution times.
- Simplified communication with shareholders and the provision of additional avenues for communication.
- Increased focus on unclaimed dividends, including the appointment of specialised service providers and the formation of an outbound call centre.
- Engagement with the BEE Commissioner in respect of the company's memorandum of incorporation. Refer to pages 46 and 47.

Looking ahead:

- Continuing to expand on financial inclusion and financial literacy initiatives, with a view to empowering shareholders to managing their investments efficiently.
- Deliberating the interests of all shareholders in enhanced mechanisms to trade in the company's shares through more platforms.
- Increase the number of payments made to shareholders in respect of unclaimed dividends.
- Explore partnerships with experts in offering wills and estate management services to shareholders.
- Expand on the company's purpose to support all shareholders through mindful and intentional actions which address shareholders' needs.

AM Hall
Chairman of the Social and Ethics Committee



1. Mandate and terms of reference

The YeboYethu (RF) Limited's (the company) Audit Committee operates within a Board-approved mandate and terms of reference in line with the Companies Act No.71 of 2008, as amended (the Companies Act). The members of the Audit Committee were appointed at the annual general meeting held on 27 July 2021.

2. Statutory duties

In terms of section 94(7)(f) of the Companies Act, the Audit Committee discharged all of those functions delegated to it in terms of the Audit Committee mandate and the Companies Act:

- Considered and satisfied itself that the external auditors are independent;
- Assessed the qualification, expertise, resources and effectiveness of the external auditors;
- Nominated the external auditors for appointment for the 2022 financial year;
- Agreed the audit fee for the 2022 financial year;
- Considered and approved all non-audit services performed by the external auditor as applicable;
- Approved the internal audit plan for the year;
- Held separate meetings with management and the external auditors to discuss any reserved matters as applicable;
- Ensured that the Audit Committee complied with the membership criteria as set out in the Act;
- Reviewed the consolidated financial statements of the Group;
- Key audit matters were considered and areas in respect of which the Audit Committee satisfied itself include the valuation of shares and underlying derivatives, compliance with funding and shareholding agreements, compliance with statutory requirements and the JSE Listing Requirements; and
- Reviewed the appropriateness of any amendments to accounting policies and internal financial controls.

3. Membership

The members of the Audit Committee during the current financial year included the following independent non-executive directors:

B Silwanyana (Chairman)
ABA Conrad
F Roji-Maplanka

The Chief Financial Officer, the Managing Executive Group Finance and the Executive Head of Internal Audit of Vodacom Group Limited, as well as the external auditors, attend the Audit Committee meetings by invitation. The primary role of the Audit Committee is to ensure the integrity of the financial reporting, the audit process and that a sound risk management and internal control system is maintained. In pursuing these objectives the Audit Committee oversees relations with the external auditors and reviews the effectiveness of the internal audit function.

The internal and external auditors have unlimited access to the Chairman of the Audit Committee.

Two Audit Committee meetings are scheduled per calendar year. Additional Audit Committee meetings may be convened when necessary. During the current financial year, two committee meetings were convened and attendance was as follows:

	07/06/2021	26/11/2021
B Silwanyana[1]	✓	✓
TV Mokgatlha[2]	✓	*
ZBM Bassa[3]	✓	*
ABA Conrad	✓	✓
F Roji-Maplanka[4]	*	✓

1. Appointed as Chairman on 15 September 2021.
2. Resigned as Chairman and member on 27 July 2021.
3. Resigned on 27 July 2021.
4. Appointed on 27 July 2021.

* Were not members when these meetings were held.

B Silwanyana
Chairman of the Audit Committee

Summarised consolidated statement of comprehensive income

for the year ended 31 March 2022

	Notes	2022 R000	2021 R000
Income	2	**949 945**	938 500
Expenditure	3	**(16 587)**	(16 381)
Operating profit		**933 358**	922 119
Finance income	4	**441**	629
Finance cost	5	**(451 858)**	(473 858)
Gain on remeasurement of financial instrument	6	**3 861 583**	1 058 673
Profit before tax		**4 343 524**	1 507 563
Taxation	7	**(783 165)**	(237 319)
Net profit		**3 560 359**	1 270 244
Total comprehensive income		**3 560 359**	1 270 244

		Cents	Cents
Basic earnings per share	8	**6 728**	2 400
Diluted earnings per share	8	**6 728**	2 400

Summarised consolidated statement of financial position

As at 31 March 2022

	Notes	2022 R000	2021 R000
Assets			
Non-current assets		**18 312 189**	14 450 606
Financial assets	9	**18 312 189**	14 450 606
Current assets		**12 537**	15 428
Account receivable	10	**6 580**	8 879
Tax receivable		**8**	457
Restricted cash	11	**313**	313
Cash and cash equivalents	12	**5 636**	5 779
Total assets		**18 324 726**	14 466 034
Equity and liabilities			
Share capital	13	**4 193 265**	4 193 265
Ordinary share premium	14	**359 883**	359 883
Retained earnings/(losses)		**2 537 111**	(910 537)
Total equity		**7 090 259**	3 642 611
Non-current liabilities		**11 230 344**	10 818 070
Borrowings	15	**9 017 618**	9 388 386
Deferred tax	7	**2 212 726**	1 429 684
Current liabilities		**4 123**	5 353
Accounts payable	16	**2 677**	3 622
Tax payable		*****	—
Dividends payable		**1 446**	1 731
Total equity and liabilities		**18 324 726**	14 466 034

(*) Less than R500.

Summarised consolidated statement of changes in equity

for the year ended 31 March 2022

	Notes	Share capital R000	Ordinary share premium R000	Retained earnings/ (losses) R000	Total equity R000
Balance at 1 April 2020		4 193 265	359 883	(2 077 595)	2 475 553
Net profit		—	—	1 270 244	1 270 244
Dividends		—	—	(103 186)	(103 186)
Balance at 31 March 2021	13, 14	**4 193 265**	**359 883**	**(910 537)**	**3 642 611**
Net profit		**—**	**—**	**3 560 359**	**3 560 359**
Dividends		**—**	**—**	**(112 711)**	**(112 711)**
Balance at 31 March 2022		**4 193 265**	**359 883**	**2 537 111**	**7 090 259**

Summarised consolidated statement of cash flows

for the year ended 31 March 2022

	Note	2022 R000	2021 R000
Cash generated from operations		**932 402**	922 392
Tax received/(paid)		**325**	(171)
Dividends paid		**(112 996)**	(103 454)
Net cash flows generated from operating activities		**819 731**	818 767
Cash flows from investing activities			
Increase in overnight deposit		**(11 891)**	(17 055)
Decrease in overnight deposit		**14 200**	14 200
Finance income received		**443**	629
Net cash flows generated from/(utilised in) investing activities		**2 752**	(2 226)
Cash flows from financing activities			
Repayment of borrowings		**(374 108)**	(269 696)
Finance cost paid		**(448 518)**	(544 790)
Net cash flows utilised in financing activities		**(822 626)**	(814 486)
Net movement in cash and cash equivalents		**(143)**	2 055
Cash and cash equivalents at the beginning of the year		**5 779**	3 724
Cash and cash equivalents at the end of the year	12	**5 636**	5 779

Notes to the summarised consolidated financial statements

for the year ended 31 March 2022

1. Basis of preparation

The summarised consolidated financial statements have been prepared in accordance with the framework concepts, the recognition and measurement criteria of International Financial Reporting Standards (IFRS) and in accordance with and containing the information required by IAS 34 as issued by the International Accounting Standards Board (IASB), the South African Institute of Chartered accountants (SAICA) Financial Reporting Guides as issued by the SAICA Accounting Practices Committee, Financial Pronouncements as issued by the Financial Reporting Standards Council, the JSE Listings Requirements and the requirements of the Companies Act No.71 of 2008, as amended (the Companies Act). They have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value or at amortised cost, and are presented in South African rand, which is the Group's functional and presentation currency.

The significant accounting policies, judgements, estimates of amounts and methods of computation are consistent in all material respects with those applied in the consolidated financial statements for the year ended 31 March 2022. The significant accounting policies are available in the notes to the consolidated financial statements for the year ended 31 March 2022 on **www.yeboyethu.co.za** and for inspection at the company's registered office.

Basis of consolidation

The consolidated financial statements incorporate the separate financial statements of YeboYethu (RF) Limited and its wholly owned subsidiary, YeboYethu Investment Company (RF) Proprietary Limited, which is one reportable segment (the Group).

Summarised consolidated financial statements

For the purpose of this annual report, a summarised set of consolidated financial statements are included which are derived from audited consolidated financial statements of YeboYethu (RF) Limited for the year ended 31 March 2022. This summarised report is extracted from audited information, but is not itself audited. The detailed consolidated financial statements have been audited by the independent auditing firm, Ernst & Young Inc. who expressed an unmodified opinion thereon, and were approved by the Board of directors on 15 June 2022. The audited consolidated financial statements and the auditor's report thereon are available for inspection at the company's registered office and on the website **www.yeboyethu.co.za**. The directors take full responsibility for the preparation of the summarised consolidated financial statements and the financial information has been correctly extracted from the underlying audited consolidated financial statements.

Summarised consolidated financial statements

	2022 R000	2021 R000
2. Income		
Dividends received – Vodacom Group Limited	**949 945**	938 500

	2022 R000	2021 R000
3. Expenditure		
Administration fees	**(13 948)**	(13 573)
Consulting fees	**(566)**	(256)
Auditors' remuneration	**(756)**	(1 215)
Directors' remuneration (Refer Note 19)	**(1 303)**	(1 321)
Other	**(14)**	(16)
	(16 587)	(16 381)

Administration fees mainly comprises:

- general administration; call centre agents cost and share register maintenance fee of R5 671 thousand (2021: R4 978 thousand);
- annual general meeting expenses of R97 thousand (2021: R89 thousand);
- fees associated with costs of trading, security license and initial listing of R132 thousand (2021: R156 thousand);
- administration service fees to Vodacom Group of R5 155 thousand (2021: R4 978 thousand);
- costs associated with payment of dividends of R110 thousand (2021: R212 thousand);
- agency fees to Rand Merchant Bank (a division of FirstRand Bank Limited) of R571 thousand (2021: R556 thousand);
- unclaimed dividend campaign costs of R1 332 thousand (2021: R534 thousand);
- printing and posting of the annual report and interim results of R1 121 thousand (2021: R1 022 thousand).

Consulting fees comprise of costs associated with valuation services and legal costs and placement fee on recruitment of non-executive directors.

Auditors' remuneration comprises of current year costs of R913 thousand and an over accrual of R157 thousand from prior years. In the prior year R869 thousand was incurred and an under accrual of prior year audit fees of R346 thousand.

	2022 R000	2021 R000
4. Finance income		
Interest income		
Overnight deposit	**371**	551
Banks	**69**	78
Tax authorities	**1**	—
	441	629

All interest income is earned from financial assets at amortised cost.

	2022 R000	2021 R000
5. Finance cost		
Interest expense		
Class A preference shares	**(188 734)**	(205 843)
Class B preference shares	**(263 124)**	(268 015)
	(451 858)	(473 858)

All interest expense is incurred from financial liabilities at amortised cost.

Interest expense is recognised at a rate of 68% of First National Bank Limited's prime overdraft lending rate (prime) on the class A preference shares and at a rate of 70% of prime on the class B preference shares. For further details, refer to Note 15.

Summarised consolidated financial statements

	2022 R000	2021 R000
6. Gain on remeasurement of financial instruments		
Gain on fair value of Vodacom Group shares	**3 861 583**	1 058 673

In the current year, the Vodacom Group share price increased to R160.00 as at 31 March 2022 from a share price of R126.26 as at 31 March 2021 resulting in a gain on remeasurement on the investment in Vodacom Group of R3 861.6 million. In the prior financial year, the Vodacom Group share price increased to R126.26 as at 31 March 2021 from a share price of R117.01 as at 31 March 2020 resulting in a gain on remeasurement on the investment in Vodacom Group of R1 058.7 million. Information on the performance of Vodacom Group for the year ended 31 March 2022 is available at **www.vodacom.com**

	2022 R000	2021 R000
7. Taxation		
7.1 Income tax expense		
South African current tax		
Current year	**(123)**	(176)
South African deferred tax		
Current year	**(864 995)**	(237 143)
Tax rate change	**81 953**	—
	(783 165)	(237 319)
Components of deferred tax charged to profit or loss		
Capital gains tax on fair value gain	**(783 042)**	(237 143)

	2022 R000	2021 R000
7. Taxation continued		
7.1 Income tax expense continued		
Factors affecting tax expense for the year		
The table below discloses the differences between the expected income tax expense at the South African statutory tax rate and the Group's total income tax expense:		
Profit before tax	**4 343 524**	1 507 563
Expected income tax expense on profit before tax at the South African statutory tax rate	**(1 216 187)**	(422 118)
Non-deductible preference share finance cost	**(126 520)**	(132 680)
Non-deductible operating expenditure	**(4 645)**	(4 587)
Gain on remeasurement of financial instrument (capital gains tax rate difference)	**216 249**	59 286
Exempt dividend income	**265 985**	262 780
Tax rate change	**81 953**	—
	(783 165)	(237 319)

The South African statutory tax rate is 28.0% (2021: 28.0%); the Group's effective tax rate is 18.0% (2021: 15.7%).

The Group's deferred tax liabilities have been adjusted by applying the newly enacted 27% corporate tax rate (2021: 28%), which is effective for the financial year ending 31 March 2023. The Group's deferred tax expense for the financial year ended 31 March 2022 is net of the credit as a result of the tax rate change.

	2022 R000	2021 R000
7.2 Deferred tax and components		
Deferred tax liability: Capital gains tax on fair value movement	**2 212 726**	1 429 684
Reconciliation of net deferred tax balance		
Balance at the beginning of the year	**1 429 684**	1 192 541
Charge to profit or loss	**783 042**	237 143
Balance at the end of the year	**2 212 726**	1 429 684

Deferred tax on the remeasurement of the investment in Vodacom Group is raised at the capital gains tax rate.

The deferred tax on the remeasurement of the investment in Vodacom Group is based on the fair value less the base cost of the investment as rolled over in terms of Section 42 of the Income Tax Act No. 58 of 1962.

	2022 Cents	2021 Cents
8. Earnings and dividends per share		
Basic earnings per share	**6 728**	2 400
Dividends per share (Note 8.3)	**213**	195

There were no adjustments required to earnings attributable to equity shareholders in the determination of headline earnings. Therefore, headline earnings per share is the same as per basic earnings per share disclosed above.

There are no potential ordinary shares that would have a dilutive effect on the earnings per share. Therefore, diluted earnings per share and diluted headline earnings per share is the same as per basic earnings per share disclosed above.

Earnings per share calculations are based on earnings and the weighted average number of ordinary shares outstanding as set out below:

	2022 R000	2021 R000
8.1 Earnings and headline earnings		
Earnings and headline earnings attributable to equity shareholders for all earnings per share amounts disclosed above	**3 560 359**	1 270 244

This disclosure is a requirement of the JSE Limited and is not a recognised measure under IFRS. It has been calculated in accordance with Circular 1/2021 as issued by SAICA.

	2022	2021
8.2 Reconciliation of weighted average number of ordinary shares outstanding		
For basic and headline earnings per share	**52 915 960**	52 915 960

8.3 Dividends per share

Dividends per share of 213 cents per share consist of a final dividend per share of 100 cents based on 52 915 960 shares, paid on 5 July 2021, and an interim dividend per share of 113 cents based on 52 915 960 shares, paid on 20 December 2021. The prior year's dividends per share of 195 cents per share consist of a final dividend per share of 84 cents based on 52 915 960 shares, paid on 6 July 2020, and an interim dividend per share of 111 cents based on 52 915 960 shares, paid on 14 December 2020.

9. Financial assets

Financial asset at fair value through profit or loss

In demonstrating its ongoing and continued commitment to transformation and Broad-based Black Economic Empowerment (B-BBEE) ownership in South Africa, Vodacom Group, together with Vodacom (Proprietary) Limited (Vodacom SA) entered into a number of agreements during the 2019 financial year in terms of which the original shareholders of YeboYethu, together with Lisinfo Investments 209 (Proprietary) Limited (RBH) and Main Street 661 (Proprietary) Limited (Thebe), YeboYethu ESOP and the new Vodacom Siyanda Employee Trust (the Trust), acquired 6.23% of the issued shares in Vodacom Group (post issuance) in terms of a new B-BBEE transaction through YeboYethu and YeboYethu Investment. The transaction entailed a series of interlinked and inter-conditional steps as described below and in Note 15.

- Vodacom SA repurchased 114 744 844 of its shares (31 813 785 from RBH, 13 634 479 from Thebe, 30 298 842 from YeboYethu (as public 'A' shares) and 38 997 738 from YeboYethu (YeboYethu ESOP 'A' shares)) for a nominal consideration (R0.00001 per Vodacom SA 'A' share, and R1 147.45 in aggregate) pursuant to the Vodacom SA notional vendor finance (NVF) transaction terms, upon which the remaining Vodacom SA 'A' shares will rank pari passu with the Vodacom SA ordinary shares in all respects and will be unencumbered.
- The 12 000 000 YeboYethu 'N' shares in issue automatically converted into YeboYethu ordinary shares according to their terms of issue (in respect of which the YeboYethu ESOP was the sole shareholder), and at the same time 3 318 908 of those shares were acquired by YeboYethu for a nominal amount (R0.00001 per share, and R33.19 in aggregate) based on the existing YeboYethu NVF transaction terms.
- RBH and Thebe exchanged their Vodacom SA shares for 21 593 279 new YeboYethu ordinary shares in terms of share-for-share transactions, thereby consolidating all of the Vodacom SA BEE shareholders' interests into a single vehicle, being YeboYethu.
- On 22 August 2018, YeboYethu declared a special dividend of R73.00 per YeboYethu ordinary share, subject to YeboYethu meeting a solvency and liquidity test as contemplated by section 45 of the Companies Act.
- Vodacom Group (on behalf of itself and various employer companies within the Vodacom Group) made a contribution of R1 050 million to the Trust to enable it to acquire YeboYethu ordinary shares.
- YeboYethu exchanged its Vodacom SA shares for YeboYethu Investment shares.
- YeboYethu Investment then exchanged its Vodacom SA shares for 49 689 995 new Vodacom Group shares on a fair market value basis of R7.1 billion.
- YeboYethu raised R9.9 billion in subscription proceeds from the issue of the class A preference shares and class B preference shares.
- The proceeds received from the new YeboYethu ordinary shares issued to the Trust and the preference shares issued were used to subscribe for 7 332 756 shares in YeboYethu Investment for R7.3 billion, which in turn subscribed for 64 761 185 additional shares in Vodacom Group, and fund the payment of the special dividend and transaction costs associated with the preference share funding.

Summarised consolidated financial statements

	2022 R000	2021 R000
9. Financial assets continued		
Financial asset at fair value through profit or loss		
Investment in Vodacom Group		
Cost	**14 455 817**	14 455 817
Accumulated fair value adjustment (refer Note 8)	**3 856 372**	(5 211)
	18 312 189	14 450 606

The Group holds 114 451 180 (2021: 114 451 180) shares in Vodacom Group.

The investment is categorised as level 1 in the fair value hierarchy. Fair value was determined using the JSE listed closing share price of R160.00 (2021: R126.26).

	2022 R000	2021 R000
10. Accounts receivable		
Overnight deposit	**6 280**	8 590
Prepayments	**300**	289
Interest receivable	*****	*
	6 580	8 879

Accounts receivable are carried at cost which normally approximates fair value due to the short-term maturity thereof. Interest is earned on overnight deposit at money market rates.

	2022 R000	2021 R000
11. Restricted cash		
Restricted cash	**313**	313

Restricted cash comprises of amounts deposited by potential shareholders for the purchase of YeboYethu ordinary shares on the JSE Empowerment segment. Refer Note 16.

12. Cash and cash equivalents		
Bank balances	**3 283**	3 634
Overnight deposit	**2 353**	2 145
	5 636	5 779

(*) Less than R500.

	2022 R000	2021 R000
13. Share capital		
Ordinary share capital		
Authorised		
100.0 million authorised ordinary shares at no par value	—	—
Issued		
52.9 million ordinary shares at no par value	**4 193 265**	4 193 265
There were no changes to the issued ordinary shares in the current financial year.		
14. Ordinary share premium		
14.4 million issued ordinary shares at R24.99999 each.	**359 883**	359 883

Summarised consolidated financial statements

	2022 R000	2021 R000
15. Borrowings		
Held at amortised cost		
Class A preference shares	**3 807 900**	4 056 975
Class B preference shares	**5 209 718**	5 331 411
	9 017 618	9 388 386

During the 2019 financial year, the Group raised funding through the issuance of Class A and Class B preference shares. The funding was used to subscribe for additional shares in Vodacom Group and payment of resultant transactional costs as well as a special dividend. The carrying amount of Borrowings approximates fair value.

Class A preference shares

The subscribers to the Class A preference shares are ABSA Bank Limited, FirstRand Bank Limited and Depfin Investments Proprietary Limited.

Finance cost is recognised at a rate of 68% of prime (non tax deductible) on the outstanding balance of the Class A preference shares.

The final redemption date for the Class A preference shares is 5 years from subscription date that is 13 September 2023. Interest on the Class A preference shares accrues daily, capitalised monthly and settled semi-annually, subject to a permitted interest roll up to a maximum of 135%.

The Class A preference shares funding is secured as follows:

- Cession and pledge of YeboYethu's transaction account, proceeds account and redemption reserve account;
- Cession and pledge of any shares or other securities held from time to time by YeboYethu (including its YeboYethu Investment shares);
- Guarantee issued by YeboYethu Investment for the performance and payment of YeboYethu's obligations in respect of the preference shares funding; and
- Cession and pledge of:
  i. any shares or other securities held by YeboYethu Investment from time to time (including its Vodacom Group shares); and
  ii. YeboYethu Investment's bank account.

15. Borrowings continued

Class B preference shares

In September 2018, Vodacom Group Limited subscribed for the Class B preference shares.

Interest expense is recognised at a rate of 70% of prime on the outstanding balance of the Class B preference shares.

The final redemption date for the Class B preference shares is 10 years commencing from subscription date that is 13 September 2028. Class B preference share funding is unsecured.

Interest on the Class B preference shares accrues daily, capitalised monthly and serviced, subject to available cash (taking into account the Class A preference shares and provision for ordinary dividends), within a prescribed number of days after receipt by YeboYethu of distributions from YeboYethu Investment and/or cashflow receipts on account of the disposal of YeboYethu's shares in YeboYethu Investment.

	2022 R000	2021 R000
16. Accounts payable		
Supplier accounts payable and accruals	**2 261**	3 081
Shareholder deposits (Refer Note 11)	**313**	313
Payables	**103**	228
	2 677	3 622

The average credit period is 30 days. No interest is incurred on accounts payable. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

Accounts payable are carried at cost which normally approximates fair value due to short-term maturity.

Summarised consolidated financial statements

17. Related parties

All transactions with related parties have been made on terms equivalent to those that prevail in arm's length transactions. Directors' remuneration is disclosed in Note 19.

	2022 R000	2021 R000
17.1 Balances with related parties		
Accounts receivable		
Vodacom Group Limited[1]	**6 280**	8 590
Cash and cash equivalents		
Vodacom Group Limited	**2 353**	2 145
Accounts payable		
Vodacom Group Limited	**103**	228
Borrowings		
Vodacom Group Limited	**5 209 718**	5 331 411
17.2 Transactions with related parties		
Vodacom Group Limited		
Dividends received	**949 945**	938 500
Service fee	**(5 155)**	(4 978)
Finance income received	**371**	551
Class B preference share interest	**(263 124)**	(268 015)
The Innovator Trust (entity within the Vodacom Group structure)		
Dividends paid	**(2 564)**	(2 344)
Vodacom Siyanda Employee Trust (entity within the Vodacom Group structure)		
Dividends paid	**(24 591)**	(22 108)

1 Vodacom Group consolidates 100% of YeboYethu and YeboYethu Investment, which are structured entities that form part of Vodacom Group's Broad-based Black Economic Empowerment transaction.

	2022 R000	2021 R000
18. Financial instruments and risk management		
18.1 Income statement impact on financial instruments analysed by category, are as follows:		
Gain on fair value of financial asset at fair value through profit or loss	**3 861 583**	1 058 673
Financial assets measured at amortised cost	**440**	629
Financial liabilities measured at amortised cost	**(451 858)**	(473 858)
	3 410 165	585 444
18.2 Carrying amounts of financial instruments		
Carrying amounts of financial instruments analysed by category		
Assets		
Financial asset measured at fair value through profit or loss	**18 312 189**	14 450 606
Financial asset measured at amortised cost	**12 229**	14 682
	18 324 418	14 465 288
Liabilities		
Financial liabilities measured at amortised cost	**9 021 741**	9 393 739
18.3 Fair value hierarchy		
The table below sets out the valuation basis of the financial instrument measured at fair value:		
Level one		
Financial asset at fair value through profit or loss		
Vodacom Group shares	**18 312 189**	14 450 606

The fair value of the level one instrument is determined using the JSE listed share price (refer Note 9).

	2022 R	2021 R
19. Directors' emoluments		
ZBM Bassa (Chairman)#	**(143 467)**	(421 862)
TV Mokgatlha (Chairman)#	**(339 146)**	(304 293)
AM Hall	**(170 489)**	(162 370)
B Silwanyana#	**(290 109)**	(227 686)
ABA Conrad	**(214 689)**	(204 466)
F Roji-Maplanka	**(145 155)**	—
	(1 303 055)	(1 320 677)

Director registered as a VAT vendor therefore amount inclusive of VAT.

Ms ZBM Bassa, Chairman of the Board, resigned on 27 July 2021 and was succeeded by Mr TV Mokgatlha.

Summarised consolidated financial statements

20. Impact of global matters

The Group's financial position and liquidity is solely dependent on its indirect investment in Vodacom Group. Vodacom Group's performance amidst COVID-19 is pivotal in the assessment of the company's operations and the continuous flow of dividends. The Group has assessed the potential impact of COVID-19 on the return from its investment in Vodacom Group, including a wide range of related risks that the aforementioned will have on its performance and liquidity in the short to medium term. The going concern assumption, as adopted in the preparation of the annual financial statements for the Group, remains applicable.

The Ukraine-Russian war has significantly impacted commodity prices, heightening inflation risk globally which will likely impact Vodacom Group's customer affordability and weigh on economic growth. This will place even greater reliance on Vodacom Group's ability to deliver personalised nano pricing through the innovative 'Just4You' platform, in addition to other proactive innovations to adjust to shifts in customer behaviour.

21. Events after reporting period

The board is not aware of any matter or circumstance arising since the end of the financial year, not otherwise dealt with in the consolidated financial statements, which significantly affects the financial position of the Group at 31 March 2022 and the results of its operations or cash flows for the financial year end.

Dividends receivable

Vodacom Group Limited declared a dividend of 430 cents per share on 13 May 2022 payable on 27 June 2022 to shareholders recorded in the register at the close of business on Friday 24 June 2022.

Dividend declared after the reporting date and not recognised as a liability

A dividend of R56.6 million for the year ended 31 March 2022, was declared on 15 June 2022 payable on 11 July 2022 to shareholders recorded in the register at the close of business on 8 July 2022. The net dividend is 85.60000 cents per share after taking into account dividend withholding tax of 21.40000 cents per share for those shareholders not exempt from dividend withholding tax.

Redemption of preference shares after the reporting date and not recognised as a reduction in liability nor impact on cash flow

The board resolved to make payment of R199.9 million towards Class A preference shares as well as a payment of R228.7 million towards Class B preference shares on 29 June 2022.

Notice of annual general meeting

YEBOYETHU (RF) LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2008/014734/06)
Share code: YYLBEE ISIN: ZAE000218483
(YeboYethu or the company)

Notice is hereby given that the fourteenth annual general meeting of the company will be held on Tuesday 2 August 2022, by way of an electronic platform at 10:00 to conduct the following business and adopt the following resolutions, with or without modifications:

1. Adoption of audited consolidated financial statements

To receive and consider the audited consolidated financial statements for the year ended 31 March 2022.

Ordinary resolution number 1

"RESOLVED THAT the audited consolidated financial statements of the company, together with the auditor's, Audit Committee and directors' reports for the year ended 31 March 2022, be and are hereby received and adopted."

Copies of the full audited consolidated financial statements for the year ended 31 March 2022 are obtainable from the company's website **www.yeboyethu.co.za**

2. Election of directors

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

2.1 Ms T Walljee, having being appointed since the last annual general meeting of the company, is in accordance with the provisions of the company's Memorandum of Incorporation (MoI), obliged to retire at the annual general meeting and stand for election by shareholders at the annual general meeting.

Ordinary resolution number 2

"RESOLVED THAT Ms T Walljee be and is hereby elected as a director of the company."

2.2 Mr TV Mokgatlha and Mesdames AM Hall and ABA Conrad are obliged to retire by rotation at this annual general meeting in accordance with the provisions of the company's MoI. Having so retired, these directors are eligible for re-election.

Ordinary resolution number 3

"RESOLVED THAT Mr TV Mokgatlha be and is hereby re-elected as a director of the company."

Ordinary resolution number 4

"RESOLVED THAT Ms AM Hall be and is hereby re-elected as a director of the company."

Ordinary resolution number 5

"RESOLVED THAT Ms ABA Conrad be and is hereby re-elected as a director of the company."

The profiles of the directors standing for election and re-election appear on pages 12 and 13 of the annual report under the section titled 'Board of directors'.

3. Appointment of Ernst & Young Inc. as auditor of the company

To appoint Ernst & Young Inc. as nominated by the company's Audit Committee, as independent auditor 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 2023 is Mr Imraan Akoodie.

Ordinary resolution number 6

"RESOLVED THAT Ernst & Young Inc. be and are hereby appointed as the auditor of the company to hold office until the conclusion of the next annual general meeting."

4. Appointment of the members of the Audit Committee

To elect, by way of separate resolutions, the following independent non-executive directors, as members of the company's Audit Committee:

Ordinary resolution number 7

"RESOLVED THAT Ms B Silwanyana be and is hereby re-elected as a member of the company's Audit Committee."

Ordinary resolution number 8

"RESOLVED THAT Ms ABA Conrad be and is hereby re-elected as a member of the company's Audit Committee."

Ordinary resolution number 9

"RESOLVED THAT Ms F Roji-Maplanka be and is hereby re-elected as a member of the company's Audit Committee."

The profiles of directors standing for membership appear on pages 12 and 13 of the annual report under the section titled 'Board of directors'.

5. Increase in non-executive directors' fees

Special resolution number 1

"RESOLVED THAT the level of non-executive directors' fees, excluding VAT, be increased by 5% with effect from 1 September 2022 on the basis set out as follows:

	Current fees (R)	Proposed fees (R)
Chairman of the Board	309 225	**324 686**
Member of the Board	154 613	**162 344**
Chairman of the Audit Committee	128 844	**135 286**
Member of the Audit Committee	64 423	**67 644**
Chairman of the Social and Ethics Committee	38 654	**40 587**
Member of the Social and Ethics Committee	19 327	**20 293**

6. Amendment to the Memorandum of Incorporation (MoI) of the company

Special resolution number 2

"RESOLVED THAT in terms of section 16 of the Companies Act of 2008, the Memorandum of Incorporation of the company be amended by the deletion from paragraph 9.1 of Annexure D of the words "unless VGL in its sole, absolute and unfettered discretion agrees otherwise in writing in terms of the relationship agreement," so that paragraph 9.1 of Annexure D to the Memorandum of Incorporation will read as follows "For the entire duration of the funding period, the company and YY ShareCo shall be black owned", and such amendment shall take effect immediately upon filing of the amendment with the Companies and Intellectual Property Commission.

Reasons for and effect of Special resolution number 2

The reason for this resolution is that the Companies Act No.71 of 2008 (Companies Act) requires shareholder approval for the amendment of a company's MoI. The rationale for the amendment proposed in the resolution is that such amendment is required to be made to address the concerns raised by the Broad-based Black Economic Empowerment (B-BBEE) Commission in relation to the 2018 B-BBEE transaction that the company concluded with Vodacom. A detailed explanation is set out below and on page 47.

The effect of this resolution is that it will amend paragraph 9.1 of Annexure D to the Memorandum of Incorporation in accordance with the request of the B-BBEE Commission.

The amendment to the Memorandum of Incorporation has been approved by the JSE Limited. The Memorandum of Incorporation is available for inspection at the company's registered office during normal business hours, from the date of this notice of annual general meeting until the date of the annual general meeting.

Rationale for the amendment of YeboYethu's MoI

Section 13F(1)(f) of the B-BBEE Act requires the B-BBEE Commission to maintain a registry of major broad based black economic empowerment (B-BBEE) transactions, above a threshold determined by the Minister by notice in the Gazette. Regulation 18 in Part 5 of the B-BBEE Regulations of 2016 outlines the process for registration of a major B-BBEE transaction. On 9 June 2017, the Minister of Trade and Industry issued Notice No. 551 in Government Gazette No. 40898 which determines the threshold for registering a B-BBEE transaction. The threshold was set at R25 million.

Following the implementation of the Vodacom B-BBEE transaction in 2018 and in compliance with the above provisions, Vodacom registered the transaction as a major B-BBEE transaction and submitted all 27 documents relating to the transaction to the B-BBEE Commission. On 11 December 2020, the B-BBEE Commission notified the company of their concern in respect of paragraph 9.1 of Annexure D to the company's MoI, which reads as follows:

"For the entire duration of the funding period, unless Vodacom Group Limited in its sole, absolute and unfettered discretion agrees otherwise in writing in terms of the relationship agreement, the company and YY ShareCo[1] shall be black owned."

The B-BBEE Commission advised that such an undertaking creates the impression that the transaction is not for the empowerment of black people, but rather to facilitate compliance with B-BBEE ownership requirements, and that concluding a transaction with the sole purpose of enhancing or increasing B-BBEE credentials may undermine and frustrates the objectives of B-BBEE in terms of section 2 of the B-BBEE Act, including to place ownership of productive assets of the South African economy in the hands of black people.

During the period 14 December 2020 to October 2021, the company and Vodacom engaged with the B-BBEE Commission through correspondence and meetings to advise the B-BBEE Commission that the purpose of the provision is to ensure that the company remains a black-owned investment vehicle for the benefit of its black shareholders, and that the provision had been actively negotiated by the company and ultimately approved of by the company's shareholders. The provision is also aligned with the company's obligations under the JSE listings requirements, as an issuer on the BEE Segment of the JSE; and with the undertakings that the company has given to its funders.

After extensive consultation with all parties, the Board of directors of the company have therefore proposed to the B-BBEE Commission that paragraph 9.1 of Annexure D of the MoI be amended to read as follows:

"For the entire duration of the funding period, the company and YY ShareCo[1] shall be black owned."

The Board of directors of the company advised the B-BBEE Commission that the provision could only be amended by a special resolution of the company's shareholders and, to manage the company's expenses, the B-BBEE Commission has accepted the company's suggestion that a resolution to amend the MoI be presented to the company's shareholders at its annual general meeting to be held on 2 August 2022.

Furthermore, Vodacom advised the B-BBEE Commission that it has no objection to such an amendment being made by the company and on 18 October 2021, Vodacom provided the B-BBEE Commission with an irrevocable undertaking that, in the interim, it would not implement, invoke or enforce the provisions of paragraph 9.1 of Annexure D of the MoI.

The proposed amendment will achieve final resolution of the B-BBEE Commission's concerns in respect of the B-BBEE transaction. The Board of directors are comfortable that the proposed amendment will not have an adverse impact on the company in relation to the B-BBEE transaction or otherwise.

The Board of directors therefore propose that the company's shareholders consider and approve the amendment of paragraph 9.1 of Annexure D of the MoI by the deletion of the words *"unless Vodacom Group Limited in its sole, absolute and unfettered discretion agrees otherwise in writing in terms of the relationship agreement,"* so that paragraph 9.1 will read *"For the entire duration of the funding period, the company and YY ShareCo shall be black owned."*

1. YeboYethu Investment Company.

7. Social and Ethics Committee report

The Social and Ethics Committee report is presented to shareholders. The full report can be found on page 20.

Record date

The record date for shareholders to be registered in the books of the company for purposes of being entitled to attend, speak and vote at the fourteenth annual general meeting is Friday 22 July 2022.

In accordance with the Companies Act, shareholders attending the annual general meeting will need to present reasonable satisfactory identification such as an identity book, smart identity card, passport or driver's license.



Participation by electronic means and COVID-19

As a consequence of the ongoing impact of COVID-19 and with the health of our shareholders in mind, shareholders will be provided with an opportunity to participate in the annual general meeting and cast their votes by way of an electronic platform (the Platform). 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. Gatherings and in-person attendance and registration for the annual general meeting will not be permitted.

How to participate in the annual general meeting?

YeboYethu has retained the services of The Meeting Specialist Proprietary Limited (TMS) to host the fourteenth annual general meeting on an interactive electronic platform to facilitate remote participation and voting by shareholders.

Step 1:

Contact TMS on **proxy@tmsmeetings.co.za** or +27 11 520 7950/1/2 or alternatively register for the meeting on **https://www.tmsmeetings.co.za/yeboyethurflimited/** as soon as possible, but not later than 14:00 on Friday 29 July 2022.

Step 2:

TMS to verify the shareholder's identity and thereafter to grant that shareholder access to the Platform. Forms of identification include a valid identity document/driver's licence/passport/ Trust Deed/Certificate of Incorporation.

Step 3:

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 **yeboyethu@vodacom.co.za** by no later than 10:00 on Monday 1 August 2022. These questions will be addressed via the electronic participation channel 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.

Information session

The shareholders of YeboYethu are additionally invited to join presentations virtually on the JSE Empowerment Segment share trading platform and other items relating to the annual general meeting. This will be held just prior to the fourteenth annual general meeting at 09:00 on the same Platform.

Please note:

- Notwithstanding the foregoing, any shareholder who wishes to attend the annual general meeting is entitled to contact TMS at any time prior to the conclusion of the annual general meeting, in order to be verified and provided with access to the Platform. In order to avoid any delays in being provided with access to the Platform shareholders are encouraged to contact TMS at their earliest convenience.
- Shareholders will be liable for their own network and data charges. Neither YeboYethu, JSE Investor Services and/or 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.
- Logistical arrangements for shareholders electing to participate in the annual general meeting by way of the electronic platform will be published on Stock Exchange News Services (SENS) prior to the meeting.

Voting and proxies

Ordinary shareholders are entitled to attend, speak and vote at the annual general meeting.

Ordinary 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.

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 (ie more than 50% of the voting rights exercised) of the shares represented in person or by proxy at this meeting.

Shareholders holding dematerialised shares, but not in their own name must furnish their Central Securities Depositary Participant (CSDP) or broker with their instructions for voting at the annual general meeting. If your CSDP or broker, as the case may be, does not obtain instructions from you, it will be obliged to act in accordance with your mandate furnished to it, or if the mandate is silent in this regard, complete the form of proxy enclosed.

Unless you advise your CSDP or broker, in terms of the agreement between you and your CSDP or broker, by the cut-off time stipulated therein, that you wish to attend the annual general meeting or send a proxy to represent you at this annual general meeting, your CSDP or broker will assume that you do not wish to attend the annual general meeting or send a proxy.

If you wish to attend the annual general meeting or send a proxy, you must request your CSDP or broker to issue the necessary letter of authority to you. Shareholders holding dematerialised shares, and who are unable to attend the annual general meeting and wish to be represented thereat, must complete the form of proxy enclosed in accordance with the instructions therein and lodge it with or mail to the transfer secretaries.

It is recommended that forms of proxy (which form may be found enclosed on page 51) be forwarded to reach the transfer secretaries, JSE Investor Services Proprietary Limited by no later than 10:00 on Monday 1 August 2022.

The completion of the form of proxy does not preclude any shareholder from attending the annual general meeting.

By order of the Board

30 June 2022

How to participate at the annual general meeting:

Participate electronically and vote	**proxy@tmsmeetings.co.za**
Unable to attend but still wish to vote by proxy	**yeboyethu@jseinvestorservices.co.za**
Raise a question at the annual general meeting	**yeboyethu@vodacom.co.za**
Any further queries	**yeboyethu@jseinvestorservices.co.za**

YEBOYETHU
Now more than ever, it's your Vodacom

Form of proxy

YEBOYETHU (RF) LIMITED
(Incorporated in the Republic of South Africa)
Share code: YYLBEE
ISIN: ZAE000218483
(Registration number 2008/014734/06)
(YeboYethu or the company)

For use by certificated and dematerialised shareholders who have 'own name' registration of securities at the annual general meeting to be held by way of an electronic platform at 10:00 on Tuesday 2 August 2022.

I/We (Please print full names) (name in BLOCK LETTERS)

Identity number/registration number

Being holders of shares in the company do hereby appoint (see Note 1)

1. or failing him/her

2. or failing him/her

the Chairman of the annual general meeting as my/our proxy to attend and speak and vote for me/us on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing the ordinary and special resolutions to be proposed (with or without modification) and at each adjournment of the meeting and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the shares in the issued capital of the company registered in my/our name(s), in accordance with the following instructions.

Insert an 'X' or the number of shares (see Note 2)

		Number of ordinary shares		
		For	Against	Abstain
1.	**Ordinary resolution number 1** Adoption of the audited consolidated financial statements			
2.	**Ordinary resolution number 2** Election of Ms T Walljee as a director of the company			
3.	**Ordinary resolution number 3** Re-election of Mr TV Mokgatlha as a director of the company			
4.	**Ordinary resolution number 4** Re-election of Ms AM Hall as a director of the company			
5.	**Ordinary resolution number 5** Re-election of Ms ABA Conrad as a director of the company			
6.	**Ordinary resolution number 6** Appointment of Ernst & Young Inc. as auditor of the company			
7.	**Ordinary resolution number 7** Re-election of Ms B Silwanyana as a member of the Audit Committee of the company			
8.	**Ordinary resolution number 8** Re-election of Ms ABA Conrad as a member of the Audit Committee of the company			
9.	**Ordinary resolution number 9** Re-election of Ms F Roji-Maplanka a as a member of the Audit Committee of the company			
10.	**Special resolution number 1** Increase in non-executive directors' fees			
11.	**Special resolution number 2** Amendment to the Memorandum of Incorporation of the company			

(Indicate with an 'X' or the relevant number of shares, in the applicable space, how you wish your votes to cast). Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed at this day of 2022

Signature assisted by (where applicable)

It is recommended that the completed forms of proxy be lodged with JSE Investor Services Proprietary Limited by no later than 10:00 on Monday 1 August 2022.

Please read the notes on the reverse side of this proxy form.

Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting 'the Chairman of the annual general meeting' but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please insert an 'X' in the relevant space according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the company insert the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by his/her proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or by his/her proxy.
3. It is recommended that form of proxy be received by the transfer secretaries, JSE Investor Services Proprietary Limited, 13th Floor, 19 Ameshoff Street, Braamfontein, 2001 (PO Box 4844, Johannesburg, 2000) or email **yeboyethu@jseinvestorservices.co.za** by no later than 10:00 on Monday 1 August 2022.
4. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the annual general meeting and voting in person at the meeting to the exclusion of any proxy appointed in terms of this form of proxy.
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairman of the annual general meeting.
6. Any alterations or corrections made to this form of proxy must be initialled by the signatory(ies).
7. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries JSE Investor Services Proprietary Limited.
8. The Chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.

Transfer secretaries:
JSE Investor Services Proprietary Limited
13th Floor, 19 Ameshoff Street, Braamfontein 2001
Telephone: 011 581 7850 (standard call rates apply)
or 082 241 0001 (toll-free from your Vodacom cellphone)
Email: **yeboyethu@jseinvestorservices.co.za**

Administration

YeboYethu (RF) Limited

Incorporated in the Republic of
South Africa
Share code: YYLBEE
ISIN: ZAE000218483
Registration number 2008/014734/06
(YeboYethu)

YeboYethu shareholder services

Call centre: 011 581 7850
(standard call rates apply)
or 082 241 0001
(toll-free from your Vodacom cellphone)
Email us at:
yeboyethu@jseinvestorservices.co.za
Website: **https://www.yeboyethu.co.za**

Company Secretary and registered office of YeboYethu (RF) Limited

Vodacom Group Limited
Registration number: 2008/014734/06
Vodacom Corporate Park
082 Vodacom Boulevard
Midrand 1685
South Africa
(Private Bag X9904, Sandton 2146)

Transfer Secretaries and BEE verification agent

JSE Investor Services
Proprietary Limited
Registration number 2000/007239/07
13th Floor
19 Ameshoff Street
Braamfontein 2001
South Africa
(PO Box 4844, Johannesburg 2000)

Sponsor

Nedbank Corporate Investment Banking,
a division of Nedbank Limited
Registration number 1951/000009/06
3rd Floor, Block F, 135 Rivonia Campus
135 Rivonia Road
Sandown
Sandton, 2196
South Africa

Auditor

Ernst & Young Incorporated
102 Rivonia Road
Sandton
South Africa
(Private Bag X14, Sandton 2146)