

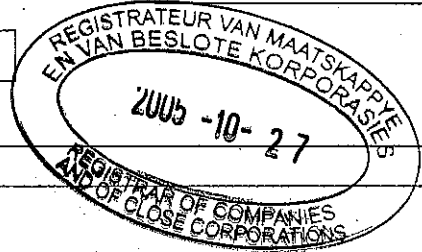
Special resolution

(Section 200)
(To be lodged in duplicate)

Revenue stamp or
revenue franking machine
impression R80

Registration No. Of Company

1991/005476/06



Name of company Telkom SA Limited

Date notice given to members 28 September 2005

Date resolution passed 21 October 2005

Special resolution passed in terms of section 61 of the Act/*paragraph 61 of the memorandum/*article _____ of the articles.

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

CONTENTS OF RESOLUTION
(Use reverse side if necessary)

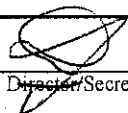
RESOLVED:

that Resolution No 4.1 to grant authority for the Company and /or a subsidiary of the Company to repurchase the Company's shares is hereby approved. (see attached AGM notice).

Rubber stamp of company, if any, or of secretaries.

Date 26 October 2005

Signature


Director/Secretary/Manager

Name (in block capitals) VV Mashale

* Delete whichever not applicable.

To be completed by company

Herewith copy of special resolution as registered.

Registration No. of Company

1991/005476/06

Name of Company: Telkom SA Limited

Postal address: Private Bag X881
PRETORIA
0001

Special resolution
registered this day

Registrar of Companies

Date stamp of Companies
Registration Office

Not valid unless stamped by the Registrar of Companies

CM26



COMPANIES AND INTELLECTUAL
PROPERTY REGISTRAR CIPRO
a member of the sfi group

Date: 15/02/2006

Our Reference: 15761760
Box: 72332
36

VINCENT VIKIMPI MASHALE
To be collected: MASHV

RE: Amendment to Company Information
Company Number: 1991/005476/06
Company Name: TELKOM SA

We have received a CM26 (Special resolution) from you dated 21/10/2005.
The CM26 (1) was accepted and placed on file.

Yours truly

Registrar of Companies

JNS

Please Note:

The attached certificate can be validated on the CIPRO web site at www.cipro.co.za.
The contents of the attached certificate was electronically transmitted to the South African Revenue Services.



COMPANIES AND INTELLECTUAL PROPERTY REGISTRATION OFFICE

Registrar of Companies & Close Corporations

P.O. BOX 428, PRETORIA, 0001, Republic of South Africa. Docex 258, PRETORIA.

Call Centre Tel 080 184 3384, Website www.cipro.co.za, WAP www.cipro.co.za/mobile



Telkom SA Limited

(Incorporated in the Republic of South Africa)
(Registration number 1991/005476/06)
(JSE and NYSE share code: TKG)
(ISIN: ZAE000044897)
("Telkom" or "the Company")

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of the members of Telkom will be held on Friday, 21 October 2005 at the Auditorium, Volkswagen Conference Centre, 1144 Sixteenth Road, Halfway House, Midrand, at 10:00 to conduct the following business:

ORDINARY BUSINESS

1. To receive and adopt the annual financial statements for the year ended 31 March 2005;
2. To re-elect the following directors in terms of Article 35 of the Company's Articles of Association:
 - 2.1 Mr T F Mosololi retires by rotation, and being eligible, offers himself for re-election;
 - 2.2 Mr B du Plessis, who was appointed subsequent to the last Annual General Meeting, and who being eligible, offers himself for re-election; and
 - 2.3 Mr P S C Luthuli, who was appointed subsequent to the last Annual General Meeting and who being eligible, offers himself for re-election.
 - *Abridged CV's are set out on pages 10 and 11.*
3. To re-appoint Ernst & Young as auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.

SPECIAL BUSINESS

4. To consider and, if deemed fit, to pass, with or without modification, the following special resolution:
 - 4.1 "Resolved that the Company, or a subsidiary of the Company, be and is hereby authorised, by way of a general authority, to acquire ordinary shares in the issued share capital of the Company from time to time, in terms of the Companies Act, 1973 (Act 61 of 1973), as amended ("Act"), and in terms of the Listings Requirements ("the Listings Requirements") of the JSE Limited ("the JSE") from time to time, being that:
 - authorisation thereto being given by the Company's Articles of Association;
 - any such acquisition of ordinary shares shall be implemented on the open market of the JSE without any prior arrangement;
 - this general authority shall only be valid until the Company's next Annual General Meeting, provided that it shall not extend beyond fifteen months from the date of passing of this special resolution;
 - when the Company, or a subsidiary of the Company, has cumulatively repurchased 3% of the number of a class of shares in issue on the date of passing of this special resolution ("initial number"), and for each 3% in aggregate of the initial number of that class of shares acquired thereafter, an announcement in compliance with the JSE Listings Requirements must be published as soon as possible and by not later than 08:30 on the business day following the day on which the relevant threshold is reached or exceeded;

- the repurchase of securities being effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter-parties;
- the repurchase being effected in compliance with paragraphs 3.37 to 3.41 of the JSE Listings Requirements concerning shareholder spread requirements;
- the Company's sponsor shall, prior to the Company or a subsidiary of the Company, entering into the market to repurchase the shares, provide the JSE with the written working capital statement required in terms of the JSE Listings Requirements;
- in determining the price at which ordinary shares issued by the Company are acquired by it or its subsidiary in terms of this general authority, the maximum price at which such shares may be acquired will be 10% above the weighted average of the market value for such shares for the five business days immediately preceding the date of repurchase of such shares;
- any general repurchase by the Company, or a subsidiary of the Company, of the Company's shares shall not, in aggregate in any one financial year exceed 20% of the Company's issued share capital of that class in any one financial year at the date of passing of this special resolution;
- at any point in time, the Company or a subsidiary of the Company, may only appoint one agent to effect any repurchases on the Company's or a subsidiary's behalf;
- the Company or its subsidiary may not acquire shares during a prohibited period as defined by the JSE Listings Requirements.

The Board is required, prior to implementing any share repurchase by the Company or a subsidiary of the Company, to consider the impact of any such repurchase of the Company's shares and must record that it is of the opinion that such a repurchase will not result in:

- the Company and the Group in the ordinary course of business being unable to pay their debts for a period of twelve months after the date of this notice of Annual General Meeting;
- the liabilities of the Company and the Group in the ordinary course of business exceeding the assets of the Company and the Group, calculated in accordance with the South African Statements of Generally Accepted Accounting Practice used in the audited financial statements for the period ended 31 March 2005;
- the ordinary capital and reserves of the Company and the Group for a period of twelve months after the date of the notice of Annual General Meeting being inadequate in the ordinary course of business;
- the working capital of the Company and the Group for a period of twelve months after the date of this notice of Annual General Meeting being inadequate, in the ordinary course of business.

The Board will ensure that the Company's sponsor provides the JSE with the necessary report on the adequacy of the working capital of the Company and its subsidiaries in terms of the JSE Listings Requirements prior to the commencement of any share repurchase in terms of this special resolution."

The reason for and effect of the special resolution is to grant the Company, or a subsidiary of the Company, a general authority in terms of the Act for the acquisition of shares of the Company. Such general authority will provide the Board with flexibility, subject to the requirements of the Act and the JSE Listings Requirements, to repurchase shares, should it be in the interests of the Company at any time while the general authority exists. The general authority shall be valid until the earlier of the next Annual General Meeting of the Company, or its variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall not be extended beyond fifteen months from the date of passing of this special resolution.

4.2 "Resolved that the Company's Articles of Association be and are hereby amended as follows:

1. In article 1.1.1.9, in line 2, the words "and the Class B reserved matters" are deleted as the Class B reserved matters have ceased to exist.
2. Article 1.1.1.18 is deleted as the provisions thereof have become obsolete.
3. Article 1.1.1.19 is amended as the provisions thereof have become obsolete.
4. Article 1.1.1.21 is amended as the Class B reserved matters have ceased to exist.
5. Article 1.1.1.24 is deleted as the provisions thereof have become obsolete.

6. Article 1.1.1.25 is deleted as the provisions thereof have become obsolete.
7. In article 1.1.1.34 the definition of "HRRRC" is deleted and replaced with the following –
"HRRRC" means the Human Resources Review and Remuneration Committee of the Board, established in accordance with the provisions of article 38;"
8. In article 1.1.1.41 the definition of "management structure" is amended as follows to reflect the current management structure, namely –
"management structure" means the senior members of the company's management from time to time, from the level of a managing executive or group executive or its equivalent and higher, including all executive directors, as determined by the board from time to time as a board reserved matter;"
9. In article 1.1.1.46 the definition of "operating committee" is deleted as this committee no longer exists.
10. In article 1.1.1.57 the definition of "strategic services agreement" is deleted as such agreement no longer exists.
11. Article 1.2 is amended in line 1 to delete the reference to clause 26 as clause 26 is deleted herein.
12. Article 24.1.3 is deleted as the provisions thereof have become obsolete.
13. Article 21.1 is amended to read as follows:
"Subject to the provisions of the Act, the number of directors shall be not less than 8 (eight) and not more than 11 (eleven)."
14. Article 24.2 is deleted as the provisions thereof have become obsolete.
15. Article 26 entitled "Class B reserved matters" and the sub articles numbered 26.1, 26.2, 26.3 and 26.4 are deleted as the provisions thereof have become obsolete.
16. Article 27 is amended in line 1 to delete the reference to article 26 as article 26 is deleted herein; in line 4 the word "applicable" is deleted as only one significant shareholder exists.
17. Article 28 is amended as follows to reflect that the Class B Shareholder is not a significant shareholder, namely –
 - a. in article 28.1, line 1 the words "or the Class B shareholder" are deleted;
 - b. in article 28.1.1 in line 3 the words "other than, in relation to the Class B Shareholder, Vodacom," are deleted;
 - c. in article 28.1.1.1 in line 9 the words "and the Class B Shareholder together" are deleted;
 - d. in article 28.1.2, in line 3 the words "or the Class B director as the case may be" are deleted;
 - e. articles 28.3, 28.4 and 28.5 are deleted; and
 - f. article 28.6 is amended by deleting in line 2 the reference to article 28.5 and substituting same with a reference to article 28.2.
18. Article 33 is amended as follows to reflect that the Class B Shareholder is not a significant shareholder, namely –
 - a. in article 33.2 in line 5, the word "either" is deleted and in lines 5 and 6 the words "or the Class B Shareholder, respectively" is deleted;
 - b. in line 9 the words "each significant shareholder" are deleted and substituted with the words "the Class A Shareholder";
 - c. in line 10 the word "any" is deleted and substituted with the word "a"; and
 - d. in article 33.5 the following sentence is deleted in lines 8 and 9 namely "and for as long as the Class B Shareholder is a significant shareholder, the quorum shall include 1 (one) Class B director".
19. Article 34 is amended by the deletion in line 6 of the words "remuneration committee" and the substitution thereof of the words "HRRRC" to reflect that the remuneration committee forms part of the HRRRC.

20. In article 37 the second sentence beginning in line 3 is deleted and substituted with the following –
 “No person may serve at the same time as both the CEO and the chairperson of the board.
21. Article 38 is amended as follows –
- 21.1 the heading “Human Resources Review Committee” is deleted and substituted with the following –
 “HUMAN RESOURCES REVIEW AND REMUNERATION COMMITTEE”
- 21.2 all references in article 38 to “HRRC” are deleted and substituted with a reference to “HRRRC”;
- 21.3 article 38.1.1 is deleted and substituted with the following –
 “The board shall establish and maintain, the HRRRC consisting of the chairperson of the board, the CEO, the COO, the GE/HR and at least 3 (three) non-executive directors.” The HRRRC shall also include the head of training (being the most senior executive responsible for training) as an *ex officio* non-voting member. The non-executive directors shall be appointed to the HRRRC by the board. All members of the HRRRC shall be entitled to vote on HRRRC matters (excluding the head of training). A non-executive director, appointed by the meeting, shall chair the meeting;
- 21.4 articles 38.1.3 and 38.1.4 are deleted as the provisions thereof have become obsolete;
- 21.5 article 38.2 is amended by deleting the provision thereof from and including the third sentence in line 5 beginning with the word “Notwithstanding....”
- 21.6 a new article 38.3.3 is inserted to read as follows:
 “review the terms upon which the executive directors and the senior managers of the company are employed and remunerated and upon which non-executive and ordinary directors are remunerated and make recommendations to the board.”
22. In article 39.2 the following amendments are made to reflect that the Class B Shareholder is no longer a significant shareholder, namely:
- 22.1 in line 1 the word “either” is deleted;
- 22.2 in line 1 the words “or the Class B Shareholder” are deleted; and
- 22.3 in line 1 the word “each” is deleted.
23. Article 39.5 is deleted as the provisions thereof have been obsolete.
24. Article 40 titled “CLASS B AUDIT RIGHTS” is deleted as the Class B Shareholder is no longer a significant shareholder.
25. In article 43.2.8 the provisions of sub clause (ii) in lines 8-15 are deleted as the Class B Shareholder is no longer a significant shareholder.
26. Article 43 is deleted since no legislation was enacted to sanction the provisions of article 43 as required in terms of article 43.19.
27. Article 44 is deleted as the Class B Shareholder is no longer a significant shareholder.
28. In article 45 the reference to article 26 is deleted in clauses 45.1, in the last paragraph of article 45.1.2 and in article 45.2 as article 26 is deleted herein.
29. In article 50 the reference in line 1 to “operating committee member” and “alternate operating committee member” is deleted and substituted with a reference to “executive committee member” and “alternate executive committee member”, respectively.

The reason for and effect of the special resolution is to obtain the required shareholder approval to amend the Company’s Articles of Association to, *inter alia*, delete various obsolete provisions.