

BOARD OF DIRECTORS

as at March 31, 2005



Non-executive directors

Wendy Luhabe (48) (Chairman)

Ms Luhabe is a representative of Telkom and has worked as an entrepreneur since 1992 in various fields encompassing human resources management and development, women investment institutes and asset management. Previously, she worked for ten years in marketing management in South Africa, Germany and the United States. Ms Luhabe is the Chairman of the Industrial Development Corporation of South Africa Limited, the International Marketing Council and Alliance Capital Management (Proprietary) Limited. In the past five years, she has served as a director of Cycad Financial Holdings Limited, the Southern Africa Fund Incorporated (New York) and Tiger Brands Limited. She holds a Bachelor of Commerce degree from the University of Lesotho and has attended various management leadership development programmes. Over the past ten years she has received various awards including Global Leader for Tomorrow.

Sizwe Nxasana (47)

Mr Nxasana is a representative of Telkom and is the Chief Executive Officer of Telkom. Before joining Telkom in March 1998, he was the National Managing Partner for Nkonki Sizwe Ntsaluba Inc. from June 1996 to March 1998. He is a member of the Income Tax Special Court and a director of Business Against Crime – South Africa (an association incorporated in terms of section 21 of the Companies Act), Zenex 1995 Trust and Zenex Foundation, Telkom Directory Services (Proprietary) Limited, FirstRand Bank and Holdings Limited and Chairman of the Audit Committee of the South African Revenue Service Board and was, in the past five years, a director of Coordinated Network Investments (Proprietary) Limited. He holds a Bachelor of Commerce degree from the University of Fort Hare and a Bachelor of Accounting Science (honours) degree from the University of South Africa, and is a Chartered Accountant (South Africa).

Dr Marius Mostert (45)

Dr Mostert is a representative of Telkom. He qualified as a Chartered Accountant (South Africa), working for three years at the then auditing company Aitken & Carter (now part of KPMG). In 1985 he joined the Industrial Development Corporation (IDC) where he worked for 14 years. In 1997, he was appointed to the Executive Management of the IDC, first as General Manager, responsible for corporate finance and client care, and later as Executive Vice President: Professional Services. In October 2001, he joined PSG Investment Bank (PSGIB) as Financial Director. He held this position until the acquisition of PSGIB by ABSA Bank. Mr Mostert serves on the Board, Audit, Risk and Investment Management, and Deal Committees of Decillion.

Tshepo Mahloele (37)

Mr Mahloele is a representative of Telkom. He holds Bachelor of Procurement and LLB degrees. Mr Mahloele has vast experience in corporate and project finance. He has been the Head of Corporate Finance at the Public Investment Corporation and the Isibaya Fund since 2003. His previous experience includes portfolio management at the Development Bank of South Africa. He has gained international exposure having worked for the Commonwealth Development Corporation, a UK funding agency, where he was involved in the capital funding for infrastructure projects. He was also employed by the listed company Solution at Work (a joint venture with MGX). Mr Mahloele is a non-executive director of Bakwena Platinum Corridor Concession.

Robbie Barr (46) (British)

Mr Barr is a representative of Vodafone. He is Vodafone Group Plc's Group Financial Controller and the Chief Financial Officer of Vodafone's Global Business Development unit. He joined Vodafone in 1993 and has held a number of senior finance roles in the Vodafone Group during this period. Mr Barr is currently a director of a number of Vodafone's

subsidiary companies, as well as the French mobile telecommunications operator Société Française du Radiotéléphone S.A.

Gavin Darby (49) (British)

Mr Darby is a representative of Vodafone and was appointed Chief Executive, Americas Region in Vodafone on April 1, 2004. He recently took on the responsibility of Africa and China. He holds a Bachelor of Sciences (honours) in Management Sciences from the University of Manchester. Before joining Vodafone, he joined Coca-Cola GB in 1985 as Marketing Director. In 1988, he was appointed General Manager, Coca-Cola GB. From 1991 to 1998, Mr Darby held the positions of Benelux Region Manager and North West Europe Division President at Coca-Cola with responsibility for seven countries. In 1998, he became Division President of the 23 countries in Central Europe for two years, before being appointed Senior Vice President. He left Coca-Cola in February 2001 to take up the position of Chief Operating Officer of Vodafone UK. In September 2002, he became Chief Executive Officer, Vodafone UK.

Philip Williams (54) (British)

Mr Williams is a representative of Vodafone and Group Human Resources Director of Vodafone Group plc. Mr Williams was appointed Group Human Resources Director in 1989 and is a director of several of the Vodafone Group of Companies. He is also a director of Vodafone Group's pension trustee company and the Vodafone Group Foundation. Before joining Vodafone, he was Personnel Director with Costain and Burmah Castrol.

Josua (Dillie) Malherbe (49)

Mr Malherbe is the representative of VenFin Limited and the Chief Executive Officer of VenFin. He is a director of several VenFin investee companies in South Africa and overseas. Mr Malherbe holds a Bachelor of Commerce degree, an LLB and is a Chartered Accountant (South Africa).

Alternate directors

Chris Volschenk (36),

representative of Telkom, for Sizwe Nxasana.

Dr Thomas Nowak (41) (German),

representative of Vodafone, for Philip Williams.

Sir Julian Horn-Smith (56) (British),

representative of Vodafone, for Gavin Darby.

Jan Durand (38),

representative of VenFin, for Josua Malherbe.

Jeroen Visser (42) (Dutch),

representative of Vodafone, for Robbie Barr.

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From left: Shameel Aziz Joosub, Alan Knott-Craig, Pieter Uys, Leon Crouse

Executive directors

Alan Knott-Craig (53) (CEO)

Mr Knott-Craig has served as Managing Director of Vodacom (Proprietary) Limited since 1993 and Chief Executive Officer of Vodacom Group since October 1996. Prior to that, Mr Knott-Craig was Senior General Manager of Mobile Communications at Telkom, until the inception of Vodacom. He is also a director of several Vodacom Group companies. Mr Knott-Craig holds a Bachelor of Science degree in Electrical Engineering (*cum laude*) from the University of Cape Town and a Master of Business Leadership degree from the University of South Africa. He was inducted as one of the eight Gold Members of the GSM Association's 2001 inaugural "Roll of Honour" for his contribution to bringing mobile telephones to Africa's masses. He serves as a Commissioner on the Presidential National Commission on Information Society and Development for ICTs.

Shameel Aziz Joosub (34)

Mr Aziz Joosub has served as the Managing Director of Vodacom Service Provider Company (Proprietary) Limited and a director of Vodacom Group (Proprietary) Limited since September 2000. Mr Aziz Joosub was previously Managing Director and founder of Vodacom Equipment Company (Proprietary) Limited, the handset distribution company in the Vodacom Group. He joined Vodacom in March 1994 and has held various positions within the Group. Mr Aziz Joosub holds a Bachelor of Commerce (honours) degree from the University of South Africa and holds a Masters of Business Administration degree from the University of Southern Queensland, Australia. He is an Associated General Accountant and Commercial and Financial Accountant (South Africa).

Leon Crouse (52) (CFO)

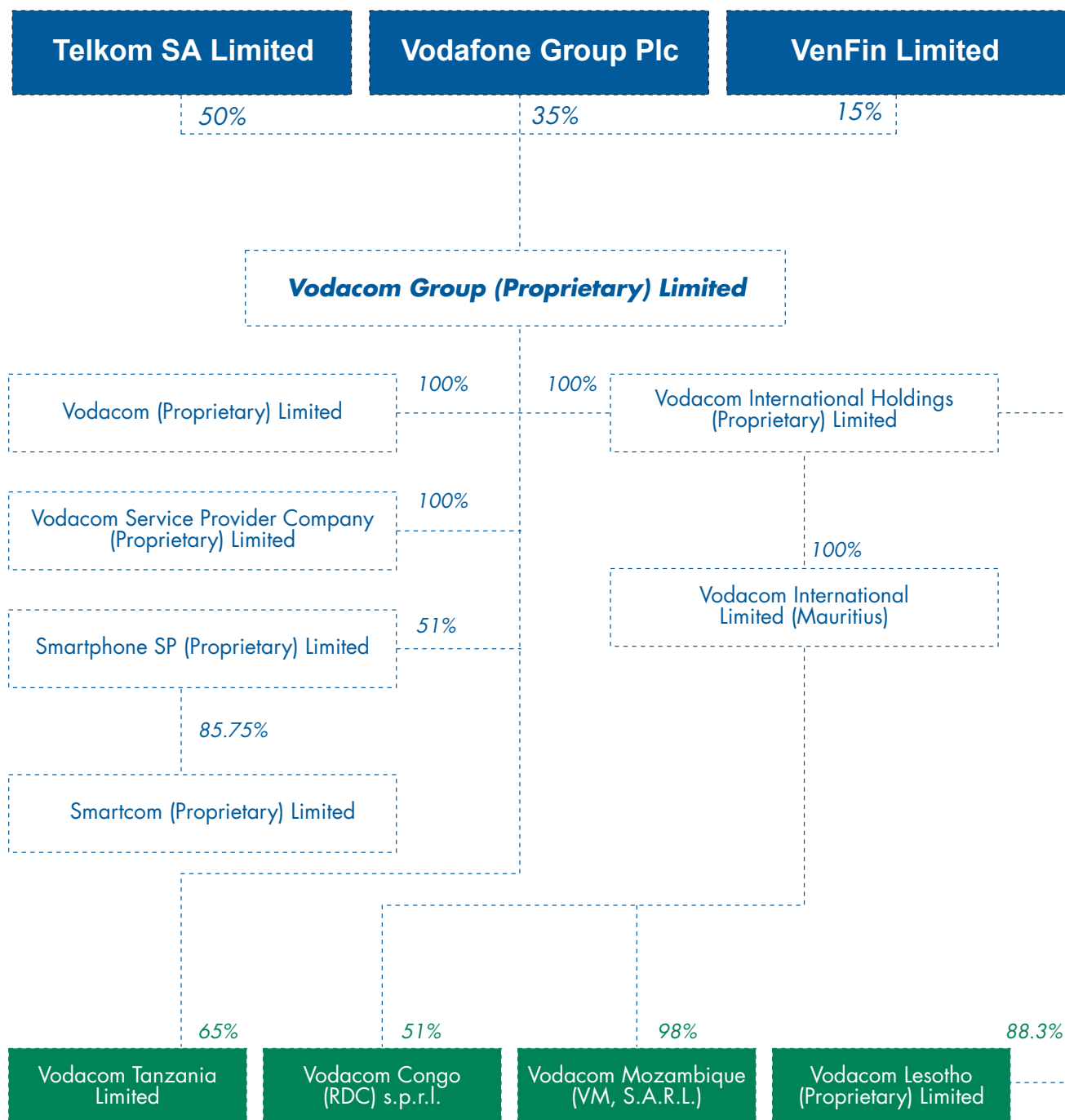
Mr Crouse has served as Group Finance Director and Chief Financial Officer since October 1996. Prior to that, Mr Crouse had served as Vodacom's General Manager of Finance since Vodacom's inception in 1993. Mr Crouse is also a director of several Vodacom Group companies. Mr Crouse holds a Bachelor of Commerce degree and a Certificate in the Theory of Accounting from the University of Port Elizabeth and is a Chartered Accountant (South Africa).

Pieter Uys (42) (COO)

Mr Uys is the Managing Director of Vodacom (Proprietary) Limited and the Chief Operating Officer for the Vodacom Group, positions he has held since December 1, 2001 and April 1, 2004 respectively. He holds Bachelor of Sciences and Master of Sciences degrees in Engineering from the University of Stellenbosch and a Master of Business Administration degree from the Stellenbosch Business School. Mr Uys joined Vodacom in 1993 as a member of the initial engineering team.

OWNERSHIP AND CORPORATE STRUCTURE

as at March 31, 2005



BlackBerry® is your link to a world beyond borders. In the office, or out, your e-mail finds you – the push technology ensures all e-mails are pushed to the BlackBerry® hand-held device via the Vodacom GPRS network. Now customers have the functionality of a cellphone with superior e-mail and SMS capabilities, which means they can leave the city without leaving the office.

