

Telkom SA SOC Limited
(Registration number 1991/005476/30)
JSE share code: TKG
ISIN: ZAE000044897
("Telkom" or "the company")

Amendments to Notice of Annual General Meeting: Special Resolution 4

Shareholders are advised that at the annual general meeting of Telkom to be held on 24 August 2016 ("AGM"), the Board of the Company will propose that Special Resolution Number 4 (as set out on page 217 of Integrated Report under notice of AGM), be amended to restrict financial assistance to subsidiaries and Other Related Entities and Inter-related Entities.

In its revised form, Special Resolution Number 4 will read as follows –

Financial Assistance to Subsidiaries and Other Related Entities and Inter-related Entities

RESOLVED THAT, to the extent required by the Companies Act, the Board may, subject to compliance with the requirements of the Memorandum of Incorporation and the Companies Act, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance by way of a loan, guarantee, the provision of security or otherwise, to:

1. any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter-related to the Company for any purpose or in connection with any matter, including, but not limited to, the subscription of any option, or any securities issued or to be issued by the Company or a related or inter-related company or entity, or for the purchase of any securities of the company or a related or inter-related company or entity;
2. such authority to continue until the forthcoming annual general meeting of the Company.

The reason for the proposed amendments is that, following engagements with shareholders after the posting of the notice of AGM, Telkom received a number of inputs regarding this resolution. Having given due consideration to these shareholder inputs the Board has decided to propose to shareholders at the AGM, limitation of the scope of the authority that would be conveyed by this resolution, in the manner set out above. The effect of such amendment will be that the Company will not have the authority to provide financial assistance to directors and prescribed officers to enable them to meet the Company's share ownership requirements for top management.

In the notice of the AGM, shareholders who have not dematerialised their shares or who have dematerialised their shares with "own-name" registration were provided with instructions for the lodging of forms of proxy. Shareholders who have already submitted their proxy votes to the transfer secretaries (Computershare Investor Services Proprietary Limited), but who wish to change their vote in respect of Special Resolution Number 4, are requested to lodge replacement forms of proxy with the chairperson of the AGM (and such shareholders are requested to do so at least by 09:30 on 24 August 2016, which is 30 minutes prior to the time appointed for commencement of the AGM). (The form of proxy can be downloaded from the Company's website using the following link http://www.telkom.co.za/ir/apps_static/ir/pdf/financial/pdf/Telkom-Proxy.pdf).

Dematerialised shareholders without "own-name" registration who have already furnished their CSDP or broker with their instructions for voting at the AGM, but who wish to change their vote in respect of Special Resolution Number 4, are requested to urgently withdraw and thereafter replace their instructions for voting with their CSDP or broker, in order to allow the CSDP or broker time to take appropriate action for their revised votes to reflect.

Dematerialised shareholders without “own-name” registration who wish to attend the AGM are reminded that they are required to request that their CSDP or broker issue the necessary letter of representation to them to attend and vote at the AGM.

Centurion

18 August 2016

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