



Notice of annual general meeting

Vodacom Tanzania Public Limited Company

(Incorporated in the United Republic of Tanzania)

(Registration number 38501)

(ISIN: TZ1996102715 Ticker code: VODA)

('Vodacom Tanzania' or 'the Company')

Notice is hereby given that the annual general meeting of the Company for the year ended 31 March 2019 will be held on Friday 20 September 2019, at the Mlimani City Hall, Mlimani City Park, Sam Nujoma Road, Dar es Salaam, Tanzania at 10:00AM to conduct the following business:

1. Confirmation of minutes

To approve by way of separate resolutions, minutes of the second annual general meeting held on 1 October 2018 and extraordinary general meeting held on 14 November 2018.

Ordinary resolution number 1

"RESOLVED THAT the minutes of the second annual general meeting held on 1 October 2018 be and are hereby confirmed."

Ordinary resolution number 2

"RESOLVED THAT the minutes of the extraordinary general meeting held on 14 November 2018 be and are hereby confirmed."

Copies of the minutes are obtainable from the Company's website www.vodacom.co.tz/investor-relations

2. Adoption of audited consolidated annual financial statements

To receive, consider and adopt the audited consolidated annual financial statements for the year ended 31 March 2019.

Ordinary resolution number 3

"RESOLVED THAT the audited consolidated annual financial statements of the Company and its subsidiaries, together with the independent auditors' report and directors' report for the year ended 31 March 2019, be and are hereby received and adopted."

Copies of the full audited consolidated annual financial statements for the year ended 31 March 2019 are obtainable from the Company's website www.vodacom.co.tz/investor-relations

3. Election and re-election of a director

- 3.1 To elect Mr Hisham Hendi who was appointed pursuant to article 86 of the Company's articles of association to fill casual vacancies on the Board to hold office only until the next ordinary meeting.

Profile of Mr Hisham Hendi is shown below.

Hisham Hendi (39)

Managing Director – Vodacom Tanzania

Bachelor of Business Administration, University of Cairo.

Vodafone's Global Leadership Program (Inspire), London Business School.

Certificate in Commercial Excellence, IMD University in Lausanne, Switzerland.

Hisham was appointed as managing director of Vodacom Tanzania in March 2019. Hisham has been serving in the capacity of Acting Managing Director for Vodacom Tanzania since September 2018. Prior to that, in August 2016, Mr Hendi assumed the role of Commercial Business Unit Director for Vodacom Tanzania, where his strategic direction transformed the unit, achieving positive year on year growth. He has over 15 years of experience in telecommunications having worked in various leadership positions across a number of markets including the United Kingdom, Egypt and South Africa.

Ordinary resolution number 4

"RESOLVED THAT Mr Hisham Hendi be and is hereby elected as a director of the Company."

Notice of annual general meeting *continued*

- 3.2 Mr Henry JC Surtees, Mr Till Streichert, Mr Ali A Mufuruki and Ms Margaret Ikongo are obliged to retire by rotation at this annual general meeting in accordance with the provisions of articles 104 and 105 of the Company's articles of association. Having so retired, Mr HJC Surtees, Mr T Streichert, Mr AA Mufuruki and Ms M Ikongo are eligible for re-election as directors.

Ordinary resolution number 5

"RESOLVED THAT Mr Henry JC Surtees be and is hereby re-elected as a director of the Company."

Ordinary resolution number 6

"RESOLVED THAT Mr Till Streichert be and is hereby re-elected as a director of the Company."

Ordinary resolution number 7

"RESOLVED THAT Mr Ali A Mufuruki be and is hereby re-elected as a director of the Company."

Ordinary resolution number 8

"RESOLVED THAT Ms Margaret Ikongo be and is hereby re-elected as a director of the Company."

Profiles of Mr HJC Surtees, Mr T Streichert, Mr AA Mufuruki and Ms M Ikongo are shown below.

Henry JC Surtees (48)

Non-Executive Director

Member of Audit, Risk & Compliance Committee

Member of Remuneration and Nomination Committee

(B.Sc Hons, University of Durham England, UK Chartered Accountant (ICAEW), Certified Public Accountant, NBAA)

Henry has been a Vodacom director since May 2011. He also holds the position of the Head of Finance, Finance Controller and Company Secretary at Caspian Limited. Prior to this, Henry has held various positions as director, advisor and Company Secretary for other professional businesses.

Till Streichert (45)

Chief Financial Officer and Executive Director of Vodacom Group

Member of the Vodacom Group Executive Committee

Non-Executive Director of Vodacom SA

Non-Executive Director of Safaricom

Dr. Phil. (University of Hannover, Germany)

Till was appointed as the Chief Financial Officer and Executive Director of Vodacom Group in August 2015 after working as the Finance Director at Vodacom South Africa from February 2014. Till was also appointed as non-executive director of Vodacom Tanzania, non-executive director of Vodafone Kenya and as an alternate non-executive director of Safaricom respectively in August 2017. He has more than 15 years' experience supporting financial and operational transformations through expertise in financial strategy, business leadership, revenue and profit growth in international environments. Till has had a broad and successful career within large international corporations including various finance and commercial roles, including CFO and Head of Channel Marketing and Sales Operations at Vodafone Romania. He began his career at T-Mobile Germany before undertaking various roles at T-Mobile UK as well as serving as a strategy consultant at The Boston Consulting Group.



Ali A Mufuruki, (60)

Independent Non-Executive Director
Chairman of Vodacom Tanzania PLC
A Henry Crown Fellow of the Aspen Institute
B.Sc. in Mechanical Design Engineering.

Ali is a founder, Chairman & CEO of Infotech Investment Group Ltd, a family business with interests in ICT, media, telecoms, private equity, retail and real estate across a number of countries in Africa and beyond. He is a Tanzanian entrepreneur, philanthropist, public speaker and leadership coach. Ali also co-founded the Africa Leadership Initiative (ALI) in 2002 whose mission is to engage the energy and talent of emerging leaders in Africa in order to release their potential to build a good society for their nations. He is a co-founder and Chairman of the CEO Roundtable of Tanzania, a policy dialogue forum that brings together more than 150 CEOs of leading companies in Tanzania. In December 2016, he was named by the Rockefeller Foundation as Bellagio Policy Fellow Resident for the year 2017. Previously, Ali served as Chairman of the National Airline of Tanzania ATCL as well as both a director and the first independent chairman of the Tanzania Central Bank's audit committee. He is currently an independent non executive director and Chairman of Vodacom Tanzania PLC, Chairman of the Boards of Msingi East Africa LTD (Kenya), Legacy Capital Partners Ltd (Tanzania); Trademark East Africa (Kenya), Chai Bora Ltd (Tanzania), AMSCO (Netherlands) and the National Environment Trust Fund of Tanzania (NETF). He is also a member of the Council of the Muhimbili University of Health and Allied Sciences (MUHAS) in Dar es Salaam.

Margaret Ikongo (62)

Independent Non-Executive Director
Chairperson of the Audit, Risk and Compliance Committee
Master of Business Administration, Open University, Tanzania.

International Certificate in Risk Management, Institute of Risk Management, United Kingdom.

Associate member of Chartered Insurance Institute, United Kingdom.

Margaret was appointed as an independent non-executive director of Vodacom Tanzania in November 2017. She is also a board member of NMB Bank PLC and AAR Insurance Tanzania. Previously, Margaret sat on the Board of Trustees of the National Social Securities Fund. Margaret has extensive financial and corporate governance expertise which were gained from her career in the insurance industry where she was Managing Director of the National Insurance Corporation for a period of ten years. Margaret was also an advisor to the Commissioner of the Tanzania Insurance Regulatory Authority as well as the Acting Head of the Technical Directorate.

4 Appointment of members of the Audit, Risk and Compliance Committee

To re-elect, by way of separate resolutions and in accordance with article 32(f) of the Company's articles of association, the following members to continue to serve as members of the Audit, Risk and Compliance Committee.

Ordinary resolution number 9

"RESOLVED THAT Ms Margaret Ikongo be and is hereby re-elected to continue to serve as a member of Audit Risk & Compliance Committee."

Ordinary resolution number 10

"RESOLVED THAT Ms Thembeke Semane be and is hereby re-elected to continue to serve as a member of Audit Risk & Compliance Committee."

Ordinary resolution number 11

"RESOLVED THAT Ms Winifred Ouko be and is hereby re-elected to continue to serve as a member of Audit Risk & Compliance Committee."

Profiles of Mesdames Margaret Ikongo, Winifred Ouko and Thembeke Semane are shown below.

Margaret Ikongo (62)

Independent Non-Executive Director

Chairperson of the Audit, Risk and Compliance Committee and considered to be a financial expert for the purpose of this committee

Master of Business Administration, Open University, Tanzania.

International Certificate in Risk Management, Institute of Risk Management, United Kingdom.

Associate member of Chartered Insurance Institute, United Kingdom.

Margaret was appointed as an independent non-executive director of Vodacom Tanzania in November 2017. She is also a board member of NMB Bank PLC and AAR Insurance Tanzania. Previously, Margaret sat on the Board of Trustees of the National Social Securities Fund. Margaret has extensive financial and corporate governance expertise which were gained from her career in the insurance industry where she was Managing Director of the National Insurance Corporation for a period of ten years. Margaret was also an advisor to the Commissioner of the Tanzania Insurance Regulatory Authority as well as the Acting Head of the Technical Directorate.

Winifred Ouko (49)

Independent Non-Executive Director

Chairperson of the Remuneration and Nomination Committee

Member of the Audit, Risk and Compliance Committee and considered to be a financial expert on this committee

Master of Business Administration, Cornell University, United States of America.

Member of the Institute of Certified Public Accountants of Kenya.

Winnie was appointed as an independent non-executive director of Vodacom Tanzania in November 2017. She is an experienced corporate finance, project finance and strategy professional. As the Managing Director of Lattice Consulting, she offers over 20 years of experience in delivering a variety of corporate finance and strategy services solutions to corporate clients in Africa and the US. Winnie is currently a non-executive director and chairperson of the audit and risk committee of Barclays Bank of Kenya. She is also a board member of the Kenya Pooled Water Fund and a trustee of the World Wide Fund for Nature (Switzerland), where she also is the chairperson of the Audit Committee.

Thembeke Semane (43)

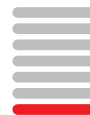
Independent Non-Executive Director

Member of Audit, Risk and Compliance Committee and considered to be a financial expert on this committee

Post Graduate Diploma in Business Administration, University of Pretoria's Gordon Institute of Business Science, South Africa.

Certified Associate of the Institute of Bankers in South Africa.

Thembeke was appointed as an independent non-executive director of Vodacom Tanzania in November 2017. Thembeke is an experienced business executive proficient in corporate strategy development, business systems implementation, high value project financing, compliance and monitoring, corporate governance and financial management. She is a director at Linea consulting (Pty) Ltd, a regulatory committee member of ACASA and ATNS, reporting to South Africa's Minister of Transport, as well as a councillor at ICASA. Thembeke serves as a board member of the Department of Human Settlements' EAAB, where she also serves as the chairperson of its finance and investment committee as well as being a member of the audit and risk committee and human resources and remuneration committee. She is a board member and a member of both the audit & risk management committee and remuneration committee of South African National Parks. Furthermore, Thembeke is a member of the South African Heritage Resource Agency and the Sol Plaatje Municipality's audit, risk and performance management committee.



5 Appointment of Ernst & Young as auditors of the Company

To appoint Ernst & Young Inc., as nominated by the Company's Audit, Risk and Compliance Committee, as independent auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company.

Ordinary resolution number 12

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

Explanatory note: PricewaterhouseCoopers Inc., has acted as auditors to the Company for the past 5 years. In terms of best practice, the Audit, Risk and Compliance (ARC) Committee issued a Request for Proposals (RFP) during the year in respect of external audit services. Following the conclusion of the RFP process, it is the recommendation of the ARC Committee, supported by the Board that, subject to shareholder approval at this annual general meeting, Ernst & Young Inc. be appointed as the auditor of the Company for the financial year ending 31 March 2020.

6 Dividend

To approve a final dividend of TZS 24.31 per ordinary share for the financial year ended 31 March 2019 as recommended by the directors. The dividend will be paid on or before Friday 18 October 2019 to shareholders recorded in the register as at the close of trading on Thursday 22 August 2019.

Ordinary resolution number 13

"RESOLVED THAT the dividend of TZS 24.31 per ordinary share for the year ended 31 March 2019 be and is hereby approved."

7 Approval of the directors' remuneration

To approve the non-executive directors' remuneration of US\$481 000 from 1 August 2019 until the conclusion of the next annual general meeting of the Company, enabling the Company to attract and retain persons of the capability, skills and experience required to make a meaningful contribution to the Company.

Ordinary resolution number 14

"RESOLVED THAT the level of non-executive directors' remuneration of US\$481 000 be and is hereby approved on the basis set out as follows:

	Proposed fee US\$ ¹	Current fee US\$	% change
Chairman of the Board	150 000	150 000	0.0
Member of the Board	30 000	30 000	0.0
Chairman of the Audit, Risk & Compliance Committee	15 000	15 000	0.0
Member of the Audit, Risk & Compliance Committee	8 000	8 000	0.0
Chairman of the Remuneration Committee	12 000	12 000	0.0
Member of the Remuneration Committee	4 000	6 000	0.0
Member of the Nomination Committee ²	3 000	0	0.0

1 These amounts represent gross remuneration, inclusive of all taxes (including withholding tax) and are payable in Tanzanian shillings for local directors, South African rand for South African directors and United States dollar for other directors. Payments are made on a quarterly basis in arrears for a minimum of four ordinary meetings per annum, three special board meetings and an AGM and any EGM as may be required.

2 The Remuneration & Nomination Committee (R&NC) was split in March 2019 to form two committees – Remuneration Committee and Nomination Committee. Total directors' remuneration paid to the three R&NC members was US\$18 000. Going forward the two Nomco members will be paid a total of US \$6 000 while the three Remco members will be paid a total of US\$12 000. Effectively there is no increase in the directors' remuneration.

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 annual general meeting is 13 September 2019. Costs associated with attending the annual general meeting shall be borne by the shareholders themselves.

Shareholders attending the annual general meeting will need to present a copy of the DSE Depository Receipt and reasonable satisfactory identification such as national identity, voter's identity, passport or driver's licence. Registration of members and proxies attending the annual general meeting will commence at 07:30AM on Friday 20 September 2019.

Participation by way of electronic means

Shareholders or their proxies may participate in the annual general meeting by way of electronic means. Such shareholder (or proxy) will need to call +255 746 160 516 by no later than 10:00AM on Tuesday 17 September 2019 so that the Company can provide for a teleconference dial-in-facility. Shareholders who intend to participate via teleconference must ensure that the voting proxies are sent through to the Company secretary, by no later than 10:00AM on Tuesday 17 September 2019. Participants must dial five (5) minutes prior to start of the annual general meeting.

Attendance and proxies

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

Shareholders may appoint a proxy to attend, speak and vote in their stead. A proxy need not be a shareholder of the Company. In the case of a member being a corporate, the form of proxy must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.

Voting shall be conducted in accordance with the Company's memorandum and articles of association. An ordinary resolution to be approved at the annual general meeting must be supported by more than 50% of the voting rights of shareholders, whereas a special resolution to be approved at the annual general meeting must be supported by the holders of at least 75% of the voting rights.

Shareholders holding shares, but not in their own name must furnish their custodians or broker with their instructions for voting at the annual general meeting. If your custodian 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.

Unless you advise your custodian or broker, in terms of the agreement between you and your custodian 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 custodian 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 custodian or broker to issue the necessary letter of authority to you.

The form of proxy, obtained from the Company's website (www.vodacom.co.tz/investor-relations) with a copy of the shareholder's depository receipt, must be deposited for the attention of the Company Secretary at 7 Floor, Vodacom Tower, Ursino Estate, Plot 23, Bagamoyo Road, Dar es Salaam, Tanzania no later than 10:00AM on Tuesday 17 September 2019. Alternatively, duly signed forms of proxy and a copy of the shareholder's depository receipt may be scanned and emailed to investorrelations@vodacom.co.tz and submit the original form of proxy on the day of the meeting.

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

By order of the Board



Caroline M. Mduma
Company Secretary
30 August 2019