Remunerating to reward value creation – an extract from our remuneration report

Our commitment to our purpose of connecting for a better future underpins our remuneration practices and supports the Spirit of Vodacom. Recognising that our people are central to delivering our purpose-led strategy, the System of Advantage, we aim to achieve meaningful value creation through their skills, experience and performance.

Our remuneration framework reinforces this by aligning reward to performance, supporting employee engagement and inclusivity, and driving long-term value creation for stakeholders.

PHUTHI MAHANYELE-DABENGWA

REMCO CHAIRMAN

Dear stakeholders

I am pleased to present, on behalf of the Board, Vodacom Group's FY2026 remuneration report. This report includes our remuneration philosophy and policy for both executive directors and NEDs. It details how our policies were applied and the remuneration provided to executive directors and NEDs during the past financial year.

Our remuneration structures are built on principles of performance-based pay and our commitment to shareholder value creation. These structures have remained stable amid ongoing local and global uncertainties, as well as business and societal challenges. No changes were made to our remuneration policy in FY2026.

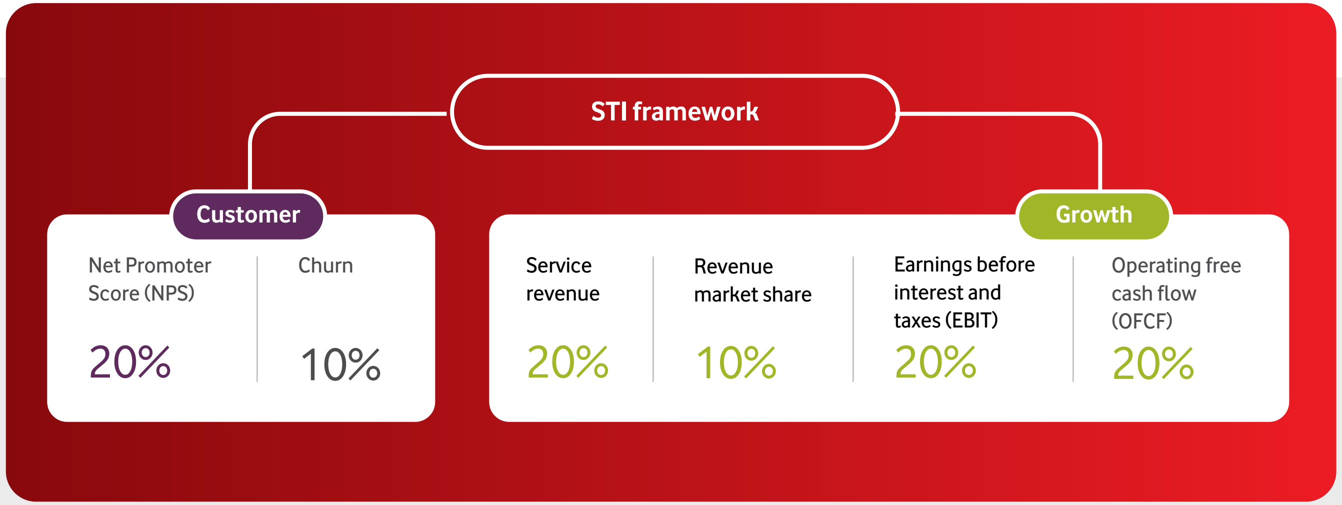
We have once again received approval from shareholders for our remuneration practices and governance, with a vote of more than 87% on our FY2025 remuneration policy and implementation report, and over 99% for the increase in our NED fees. This is a decrease from the very high approvals we received in the previous year, and we have sought guidance from our key shareholders on how to address this feedback. We also continuously monitor remuneration trends locally, regionally and globally, along with institutional investor and stakeholder requirements, to ensure that our remuneration policy and practices are proactively adapted as needed.

Our key focus areas for the year in review, and the actions taken in this regard, were:

Focus area	Action
Monitoring local and global trends and practices, legal and regulatory updates	The committee receives updates on local and global trends and practices from its independent advisers and from our own research and contacts in our operating countries. We are comfortable that our remuneration policy remains competitive and responsive to local and global developments.
Short-term incentive (STI) measures and achievement	We continued monitoring the STI measures to ensure appropriate incentivisation to achieve our objectives of growth and customer loyalty, with feedback on our achievements in FY2025 and targets for FY2026 in the report.
Long-term incentive (LTI) measures, achievement and disclosure.	We have provided feedback below on our LTI achievement for FY2026 and reviewed the performance conditions for the award to be granted in June 2027. We have noted feedback from shareholders that they require enhanced disclosure of the targets and achievements in respect of the free cash flow condition, and have provided such guidance in the report.
Fair and responsible pay	We have implemented the remuneration reporting requirements of the Companies Amendment Act, 2024 (Companies Amendment Act) and have been monitoring the horizontal pay gap between colleagues delivering work of equal value for some time. We intervene promptly to address any anomalies that arise. In line with the annual fair pay review, all Vodacom operating companies (OpCos) were aligned to the fair pay principles, and action was taken where necessary.
Companies Amendment Act	Throughout the year, we monitored developments in relation to the Companies Amendment Act. With sections 30A and 30B of the Companies Amendment Act being signed into law, our remuneration report has been adjusted to comply with these provisions.
Talent management	We continuously assessed the effectiveness of the talent framework, which broadens our ability to identify employees with the potential to take on larger, more complex roles. The framework further strengthens our ability to differentiate between types of potential, enabling the business to deliver more targeted, value-adding development support, while also proactively identifying employees with critical skills.
ESG	ESG remains a key focus area for the Remuneration Committee (RemCo). We approved our ESG measures and ambitions and continue to engage with shareholders during the Chairman's roadshow.

Our remuneration framework ensures that executives and employees are appropriately incentivised by aligning reward to performance, as we continue on our journey towards delivering on our Vision 2030 strategy while driving long-term value creation for stakeholders.

The FY2026 STI plan remains unchanged from FY2025, as detailed below:



In respect of our LTI performance measures:

- Following the independent review of the FY2025 LTI performance conditions, the conditions for the June 2025 award and the award to be made in June 2026 retain our focus on free cash flow and ESG. The total shareholder return (TSR) condition will be measured using a scorecard of comparators that are better aligned to the performance of Vodacom's direct competitors, the performance of our primary equity market, and absolute shareholder return
- Return on capital employed (ROCE) was introduced for the June 2025 award and will also be included in the June 2026 award to ensure that we continue to deliver competitive returns on our investments
- Shareholders have requested enhanced disclosure in respect of the OFCF performance and targets, which we have provided in the remuneration policy and implementation report

Fair pay and equity are critical contributors to ESG principles and the achievement of our purpose. An annual fair pay assessment is conducted against six key measures: market competitive pay, pay free from discrimination, providing a good standard of living, sharing in our success, benefits for all and openness and transparency.

REM Read more about our **annual fair pay assessments** in our **remuneration report**

The assessment also includes other pay gap measures, such as the Gini coefficient and the Palma ratio.

Vodacom Group acknowledges the enactment of sections 30A and 30B of the Companies Amendment Act, signed into law on 22 May 2026, which introduces enhanced disclosure and governance requirements in respect of remuneration policy and implementation reporting. The Group is committed to full compliance with these provisions and has accordingly refined our remuneration report to align with the amended legislative framework. This includes expanded disclosure on the remuneration policy, its implementation, and the outcomes thereof, as well as strengthening transparency to shareholders on executive and non-executive remuneration. These enhancements have been implemented in this remuneration report, ensuring timely alignment with regulatory expectations and reinforcing Vodacom's commitment to fair, responsible and transparent pay practices..

King V was launched in October 2025 and although it is only effective from FY2027, we have considered its remuneration governance and reporting requirements and are comfortable that we already comply with many of the requirements for this FY2026 reporting cycle.

Our STI and LTI performance achievements, compared to FY2026 targets, are shown below:

FY2026 STI performance

Metric	Weight	Threshold 0% – Target 100% – Maximum 200%	Weighted result
Service revenue	20%	121.0%	24.2%
EBIT	20%	124.3%	24.9%
OFCF	20%	162.0%	32.4%
Revenue market share	10%	119.3%	11.9%
NPS	20%	150.2%	30.0%
Churn	10%	138.1%	13.8%

FY2026 LTI performance

Metric	Weight	Threshold 0% – Target 100% – Maximum 200%	Weighted result
OFCF	60.0%	162.0%	97.2%
TSR	30.0%	95.0%	28.6%
ESG	10.0%	200.0%	20.0%

Note:
The awards made have a maximum potential achievement of 200%. The above achievement percentages represent the amount of this award which will vest.

The influence of these performance outcomes on executive directors' remuneration outcomes, which is determined by the remuneration policy, is disclosed in detail in the remuneration implementation report.

REM Read more about our executive directors remuneration in our **remuneration report**

The overall achievement of target is **137.2%**

The comparable Group STI achievement for FY2025 was 114.8%

The overall achievement of target is **145.8%**

The comparable Group LTI achievement for FY2025 was 73.1%

RemCo focus areas for FY2027 will include:

- Monitoring developing practices at JSE-listed companies in respect of remuneration governance and reporting requirements, and reviewing guidance notes released by King Committee to encourage the consistency and coherence of South African remuneration reporting
- Continuing to review local, regional and global remuneration quantum and practices to ensure that our remuneration remains competitive, but not excessive, in the context of our people's roles and the jurisdictions in which they reside
- Monitoring the performance measures governing our STIs and LTIs and ensuring that they continue to align with our strategic objectives and the creation of shareholder value
- Implementing the remuneration disclosures as required by the Companies Amendment Act once the implementation date is announced
- Considering the recently released King V remuneration governance and reporting requirements and ensuring that we comply with its provisions
- Monitoring economic shocks and potential hardship affecting our employees due to increased conflict and uncertainty in the Middle East and in several other regions, and considering any remuneration responses that may be required
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The RemCo is satisfied that our remuneration policy remains relevant, fit for purpose, supports the King IV and V principles, and achieved its stated objectives in FY2026. We are committed to maintaining a strong relationship with our stakeholders, built on trust and a clear understanding of our remuneration policy and the practices that have been implemented.

Throughout this reporting period, RemCo diligently discharged its duties in alignment with its mandate. The RemCo affirms that the goals of the remuneration policy were met and notes that no material deviations from the approved policy occurred during the year.

Phuthi Mahanyele-Dabengwa
RemCo Chairman

05 June 2026