Vodacom Tanzania Public Limited Company

Notice of annual general meeting

For the year ended 31 March 2026

VODACOM 25 YEARS

Together we can

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 tenth annual general meeting of the Company for the year ended 31 March 2026 will be held virtually on Thursday 20 August 2026 at 3:00 pm to conduct the following business:

1. Confirmation of minutes

To confirm minutes of the ninth annual general meeting held on 21 August 2025.

Ordinary resolution number 1

"RESOLVED THAT the minutes of the ninth annual general meeting held on 21 August 2025 be and are hereby confirmed."

Copies of the minutes are obtainable from the Company's website **www.vodacom.co.tz/annual-general-meeting**

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 2026.

Ordinary resolution number 2

"RESOLVED THAT the audited consolidated annual financial statements of the Company, together with the independent auditors' report and directors' report for the year ended 31 March 2026, be and are hereby received and adopted."

Copies of the full audited consolidated annual financial statements for the year ended 31 March 2026 are obtainable from the Company's website **www.vodacom.co.tz/financials**

3. Election and re-election of a director

To elect by way of separate resolutions:

3.1 Ms Joyce Nkini-Iwisi, having been appointed as an independent non-executive director in accordance with article 86 of the Company's articles of association in respect of casual vacancy on the Board, is obliged to retire at this annual general meeting. Having so retired, Ms Joyce Nkini-Iwisi is eligible for election as an independent director.

3.2 Mr Boitumelo Motlana, having been appointed as a non-executive director in accordance with article 86 of the Company's articles of association in respect of casual vacancy on the Board, is obliged to retire at this annual general meeting. Having so retired, Mr Boitumelo Motlana is eligible for election as a non-executive director.

3.3 Mr Dejan Kastelic, Mr Haytham Ammar and Mr Philip Besiimire 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 Dejan Kastelic, and Mr Haytham Ammar and Mr Philip Besiimire are eligible for re-election as directors.

Ordinary resolution number 3

"RESOLVED THAT Ms Joyce Nkini-Iwisi be and is hereby elected as an independent non-executive director."

Ordinary resolution number 4

"RESOLVED THAT Mr Boitumelo Motlana be and is hereby re-elected as a non-executive director."

Ordinary resolution number 5

"RESOLVED THAT Mr Dejan Kastelic be and is hereby re-elected as a non-executive director."

Ordinary resolution number 6

"RESOLVED THAT Mr Haytham Ammar be and is hereby re-elected as a non-executive director."

Ordinary resolution number 7

"RESOLVED THAT Mr Philip Besiimire be and is hereby re-elected as an executive director."

Notice of annual general meeting continued

4. 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 8

"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."

5. 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, Mesdames Margaret Ikongo, Kanini Mutooni and elect Joyce Nkini-Iwisi 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 serve as a member of Audit, Risk & Compliance Committee."

Ordinary resolution number 10

"RESOLVED THAT Ms Kanini Mutooni be and is hereby re-elected to serve as a member of Audit, Risk & Compliance Committee."

Ordinary resolution number 11

"RESOLVED THAT, subject to approval of resolution no. 3, Ms Joyce Nkini-Iwisi be and is hereby elected to serve as a member of Audit, Risk and Compliance Committee".

6. Dividend

To approve a final gross dividend of TZS 23.91 per ordinary share for the financial year ended 31 March 2026 as recommended by the directors. The dividend will be paid on or before 15 October 2026 to the shareholders recorded in the register as at the close of trading on 19 August 2026.

Ordinary resolution number 12

"RESOLVED THAT the dividend of TZS 23.91 per ordinary share for the year ended 31 March 2026 be and is hereby approved."

7. Approval of the directors' remuneration

To approve the non-executive directors' remuneration of US$ 482 000 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. No fee adjustment is being proposed.

Ordinary resolution number 13

"RESOLVED THAT the level of non-executive directors' remuneration of US$ 482 000 be and is hereby approved on the basis set out as follows:

	Proposed fee US$[1]	Current fee US$
Board Chairman	**150 000**	150 000
Board Member	**30 000**	30 000
ARCC Chairperson	**20 000**	20 000
ARCC Member	**8 000**	8 000
Remco Chairperson	**12 000**	12 000
Remco Member	**4 000**	4 000
Nomco Member	**3 000**	3 000

1 These amounts represent gross remuneration, include 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.

Profile of directors

Joyce Nkini-Iwisi (40)

Independent non-executive director

Master of Business Administration (MBA) in International Business from Coventry University (UK), a Bachelor of Commerce in Accounting and Finance from Mzumbe University (Tanzania); Applied Corporate Governance Specialist from South Africa

Joyce was appointed as an Independent Non-Executive Director in April 2026. She is a Partner at HKA Global in SA, overseeing risk management, compliance and forensic accounting teams across Africa. She advises international boards on financial and non-financial risk related matters across various sectors.

Her previous experience includes Co-Head of Corporate investigations for Control Risks across Europe, Middle East and Africa, Associate Director at Rooth & Wessels Forensics, and Senior Associate at PwC, auditing experience from EY.

She has worked on corporate investigation matters for entities such as MTN Group, (in SA and across various OpCos in Africa and on mandates in the Middle East), Helios Towers, and American Towers Ltd. Joyce also serves as an Independent Non-Executive Director of NMB Bank Tanzania, where she sits on the Audit and Risk Committee and is the South Africa Country Manager for the Association of Corporate Investigators (ACi).

Dejan Kastelic (49)

Non-executive director

Bachelor of Science in Electrical Engineering from University of Maribor, studied at Harvard University, Boston in the United States and INSEAD

Dejan has served as Chief Technology Officer of Vodacom Group Limited and a member of its Executive Committee since August 2020. He previously held senior technology leadership roles at PT Indosat Ooredoo TBK, Telekom Austria Group, Mobiltel Bulgaria, and IBM Central & Eastern Europe. His career began at Amis Ltd. in Slovenia, where he became Chief Technology Officer in 2004. Dejan is also a non executive director on the Boards of Vodacom Mozambique, Vodacom Lesotho, M-Pesa Africa, and M-Pesa S.A.

Haytham Ammar (44)

Non-executive director

Bachelor of Commerce (Accounting & Finance), Helwan University, Egypt; Certified Management Accountant (CMA), Institute of Management Accountants, USA

Haytham has been Chief Financial Officer of Vodacom Group: International Business Markets since June 2024. He previously served as CFO of M-Pesa Africa and Finance Director at Vodafone Ghana, where he drove growth, profitability, and strengthened financial controls. His career with Vodafone began in 2007 at Vodafone Egypt, supporting major initiatives such as 4G rollout and digital acceleration. Haytham is also a non executive director on the Boards of Vodacom Mozambique, Vodacom Lesotho, Vodacom Congo (DRC), M-Pesa Africa, and M-Pesa S.A.

Philip Besiimire (51)

Executive director
Chief Executive Officer – Vodacom Tanzania Plc
Member – Vodacom Tanzania Plc Executive Committee

Master's in Business Administration, Business School of Netherlands (BSN), Netherlands; Bachelor of Arts in Social Sciences, Makerere University, Kampala, Uganda

Philip is the Chief Executive Officer of Vodacom Tanzania PLC since October 2022. He joined Vodacom from MTN South Africa where he was the Chief Sales, Distribution and Regional Operations Officer since 2019. He held various senior roles at MTN including Executive Regional Operations in South Africa, Chief Executive Officer in South Sudan, Chief Marketing Officer in Zambia and Chief Marketing Officer and Acting Chief Executive Officer in Swaziland. He has over 20 years' experience in leadership and commercial execution (marketing, consumer, enterprise and mobile financial services) working with one of the largest telco companies in Africa. Philip is a non-executive director on the board of M-Pesa Tanzania.

Margaret Ikongo (69)

Independent non-executive director
Chairperson of the Audit, Risk and Compliance Committee and a financial expert on this committee

Master of Business Administration, Open University, Tanzania. International Certificate in Risk Management, Institute of Risk Management, United Kingdom. International Diploma in Risk Management and Graduate Member of the 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 Actuarial and Risk Consulting, and Metrolife and Meticulus Insurance. Previously, Margaret sat on the Boards of NMB Plc and AAR Insurance Tanzania as well as 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.

Kanini Mutooni (50)

Independent non-executive director
Member of the Audit, Risk and Compliance Committee and a financial expert on this committee

Harvard Kennedy School of Government – Global Policy Executive Education. Master of Business Administration (MBA), Cass Business School, City University, London. Securities Institute Diploma (UK)-Chartered Institute of Securities and Investment Professionals. Investment Management Certificate (UK), ACCA, Chartered Association of Certified, Accountants (UK). Bachelor of Commerce (Hons) Catholic University, Kenya

Kanini was appointed as an independent non-executive director of Vodacom Tanzania in October 2022. She is the Managing Director of Draper Richards Kaplan Foundation responsible for the Africa portfolio. She also serves as a board director for Financial Sector Deepening Africa (FSDA); MCE Social Capital, the United Nations Capital Development Fund, Africa Enterprise Challenge Fund, Amref Health Innovation and CDC UK PLC. Kanini is the former Board Chair of The Global Innovation Fund, a $250M investment vehicle supported by the UK, US, Canadian, Australian and Swedish Governments. She also worked at the Board level in leadership positions at investment banks in London and the US, such as Bank of America-Merrill Lynch and Dresdner Kleinwort Benson Private Bank.

Boitumelo Motlana (67)

Non-executive director

Bachelor of Laws from the University of Zimbabwe, and a Bachelor of Arts in Politics and African Government from the University of the Witwatersrand

Mr Motlana is an accomplished regulatory affairs and public policy professional with over 25 years' experience in the ICT sector, including telecommunications, internet services, cloud computing, media, and broadcasting. He is currently Director and Consultant at Pioneer Street Technologies, where he advises on public policy, regulatory affairs, and stakeholder engagement. His previous roles include CEO of South Africa's communications regulator, ICASA; Head of Public Policy for Sub-Saharan Africa at Amazon Web Services; and senior public policy and stakeholder relations roles in the ICT and corporate sectors.

Notice of annual general meeting continued

Record date

The record date for shareholders to be registered in the books of the Company for purposes of being entitled to participate, speak and vote at the annual general meeting is Friday 14 August 2026.

Participation by electronic means

The annual general meeting will be held in full electronic format in accordance with article 29 and 63 of the Company's articles of association. Shareholders who will be on the register on the record date will receive SMS notification with meeting credentials. The annual general meeting will be streamed live via a link using a web enabled device with compatible web browser. For more information, please visit the Company's website **www.vodacom.co.tz/annual-general-meeting**

Shareholders will be liable for their own network and data charges. The Company will not be held accountable in case of the loss of network connectivity or network failure due to insufficient airtime/internet connectivity/power outages/electronic participation channel malfunction which could prevent a shareholder from participating in the electronic annual general meeting.

Shareholders are encouraged to submit any questions concerning the resolutions proposed as set out in this notice of annual general meeting in advance of the annual general meeting by emailing their questions to **investorrelations@vodacom.co.tz** by no later than 10:00 am, Tuesday 18 August 2026. These questions will be addressed via the electronic participation channel at the annual general meeting. Submission of questions in advance will, however, not preclude a shareholder from asking a question at the electronic meeting.

Voting and proxy

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. A duly completed form of proxy, obtained from the company's website, along with DSE Depository receipt, personal identification (National ID/Voters ID/Driver ID) and contact details must be emailed to **investorrelations@vodacom.co.tz** or delivered for the attention of the Company Secretary, Vodacom Tower, Ursino Estate, Plot 23, Bagamoyo Road, Dar es Salaam, Tanzania not later than 10:00 am Friday 14 August 2026. The completion of a form of proxy does not preclude any shareholder attending the annual general meeting.

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 must be supported by the holders of not less than 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.

Shareholders are encouraged to continuously monitor the Company's website for updates relating to the annual general meeting.

By order of the Board.

Caroline M Mduma
Company Secretary
29 July 2026

Form of proxy

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')

Section A – To be completed by all shareholders

Full name

CDS Account Number | Number of shares held in the Company

Section B – Only shareholders who wish to appoint individual(s) other than the Chairman as a proxy should complete this section

I (We), the person(s) named in Section A above, with the CDS Account Number and Number of shares held in the Company shown in Section A above, do hereby appoint (see note 1 & 2)

or failing him/her,

or failing him/her,

the Chairperson of the annual general meeting as my(our) proxy to attend and speak and vote for me(us) on my(our) behalf at the virtual annual general meeting which will be held on **Thursday 20 August 2026** for the purpose of considering and, if deemed fit, passing the ordinary and special resolutions to be proposed, and at each adjournment of the meeting, and to vote for or against the ordinary and special resolutions or to abstain from voting in respect of the shares in the issued capital of the Company registered in my(our) name(s).

Section C – To be completed by all shareholders

Please indicate with an "x" in the applicable space, how you wish your votes to cast.

Unless otherwise directed the proxy specified in Section B above will vote as he or she thinks fit.

	For	Against	Abstain
1. **Ordinary resolution number 1** Confirmation of minutes of the annual general meeting held on 21 August 2025			
2. **Ordinary resolution number 2** Adoption of consolidated annual financial statements for the year ended 31 March 2026			
3. **Ordinary resolution number 3** Election of Joyce Nkini-Iwisi as an independent non-executive director			
4. **Ordinary resolution number 4** Election of Boitumelo Motlana as a non-executive director			
5. **Ordinary resolution number 5** Re-election of Dejan Kastelic as a non-executive director			
6. **Ordinary resolution number 6** Re-election of Haytham Ammar as a non-executive director			
7. **Ordinary resolution number 7** Re-election of Philip Besiimire as an executive director			
8. **Ordinary resolution number 8** Appointment of Ernst & Young Inc. as auditors of the Company for the year ending March 2027			
9. **Ordinary resolution number 9** Re-election of Margaret Ikongo as a member of Audit Risk & Compliance Committee			
10. **Ordinary resolution number 10** Re-election of Kanini Mutooni as a member of Audit Risk & Compliance Committee			
11. **Ordinary resolution number 11** Election of Joyce Nkini-Iwisi as a member of Audit, Risk & Compliance Committee			
12. **Ordinary resolution number 12** Approval to pay dividend of TZS 23.91 per share for the financial year ended 31 March 2026			
13. **Ordinary resolution number 13** Approval of the non-executive directors' remuneration of US$ 482 000			

Signed this | day of | 2026

Signature: | Signature:

Completed forms of proxy must be lodged with the Vodacom Tanzania PLC Company Secretary office by no later than 10:00 am on Friday 14 August 2026.

Notes to the form of proxy

1. A shareholder entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, speak, and vote on their behalf. A proxy does not need to be a shareholder of the Company. If the shareholder is a corporate entity, the proxy form must be executed under its common seal or signed by a duly authorised officer or attorney.
2. Insert an 'X' in the appropriate box to indicate how you wish your votes to be cast. If you wish to vote only some of your shares, state the number of shares to be voted. If no instruction is given, the proxy may vote or abstain as he or she considers appropriate. Neither a shareholder nor a proxy is required to use all available votes, but the total votes cast and abstentions may not exceed the total voting rights attached to the shares.
3. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided, with or without deleting "the Chairman of the annual general meeting" but any such deletion must be initialed by the shareholder. The person whose name stands first in the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
4. Signed forms of proxy may be scanned and emailed to **investorrelations@vodacom.co.tz** or deposited for the attention of the Company Secretary, Vodacom Tower, Ursino Estate, Plot 23, Bagamoyo Road, Dar es Salaam, Tanzania by no later than 10:00 am on Friday 14 August 2026.
5. Any alterations or corrections made to this form of proxy must be initialed by the signatory/ies.
6. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced.
7. The Chairman of the annual general meeting may accept any form of proxy which is completed other than in accordance with these notes if he is satisfied as to the manner in which the shareholder wishes to vote.
8. Where there are joint holders of shares:
   - Any one holder may sign this form of proxy; and
   - The vote of the senior shareholder (for that purpose, seniority will be determined by the order in which the names of the shareholders appear in the company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholders.

Caroline Mduma
Company Secretary

15th Floor, Vodacom Tower, Ursino Estate,
Plot 23, Bagamoyo Road,
PO Box 2369
Dar es Salaam,
E-mail: investorrelations@vodacom.co.tz