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Telkom SA SOC Ltd

JSE Annual Compliance Checklist

FY2024



Telkom

Objective

To provide a checklist for the Directors which will serve as an “aide-memoire” regarding compliance with the JSE Ltd (JSE) Listings Requirements.

This is designed to highlight any areas of non-compliance with the JSE Listings Requirements that should be addressed and resolved prior to the signature of the “Compliance Certificate” at financial year-end, which contains a statement to the effect that the Company and its Directors “have complied with all Listings Requirements and every disclosure requirement for continued listing on the JSE for the financial year under review”.

As this is a summary of the relevant sections, please contact us should you have any queries.

JSE section	Requirement	Compliance/disclosure
Section 2	Sponsors	
2.2	A permanently appointed sponsor should be in place at all times.	Nedbank Corporate and Investment Banking, a division of Nedbank Limited, was appointed with effect from 1 July 2019 and served as the Company's Sponsor for the period under review.
2.3 (a) to (b)	The appointment of a joint independent sponsor, e.g. where the sponsor's procedures to maintain independence and objectivity in professional dealings cannot be achieved and/or maintained; or the sponsor is also the applicant issuer or is a subsidiary, an associate or division of the applicant issuer.	This is noted and will be executed accordingly should the need arise.
2.4	Where a joint sponsor is appointed in terms of 2.3, such joint sponsor shall also be lead sponsor.	This is noted and will be executed accordingly should the need arise.
2.7	Advise the JSE in writing of appointment, resignation or dismissal of a sponsor.	This is noted. There was no change of the Company's Sponsor during the year under review.
2.7A	Advise the JSE in writing of the termination of a sponsor. Termination requires board approval. An announcement must be published confirming termination of sponsor services.	This is noted. There was no termination of the Company's Sponsor during the year under review.
Section 3	Continuing obligations	
3.2	Where there is an overlap of application between the Listings Requirements and any other requirements or dispensations that may be required by or granted in terms of any law, by any statutory body or organ (such as the Takeover Regulation Panel or the Companies and Intellectual Property Commission), an issuer must, notwithstanding such other requirements or dispensations, nonetheless comply with the Listings Requirements.	This is noted and was executed accordingly for the period under review.
3.3	All correspondence between an issuer and the JSE must be communicated through the sponsor.	This is executed accordingly.
3.4(a)	Price sensitive information Announce details of any new developments in the company's sphere of activity that are not public knowledge and may lead to movements in the company's share price.	This is noted and was executed accordingly for the period under review.

JSE section	Requirement	Compliance/disclosure
3.4(b)	<p>Trading statements</p> <p>Publish a trading statement as soon as the company is satisfied that a reasonable degree of certainty exists that the results for the period to be reported on next will differ by at least 20% (up or down) from the most recent of the following:</p> <ul style="list-style-type: none"> - Results for the previous corresponding period, or - A profit forecast previously provided to the market in relation to such period <p>Issuers need to provide the previous comparable period figures as well as a:</p> <ul style="list-style-type: none"> - A specific number and percentage, or - Percentage range (no wider than 20%) and number range to describe the difference (no wider than 20%) <p>In terms of the JSE Listings Requirements, both the percentage range and number range have to be disclosed (unless the percentage range is more than 100% in which event no percentage range disclosure is required).</p> <p>The relevant criteria are headline earnings per share and earnings per share and, if more relevant, net asset value. If an issuer wishes to adopt net asset value, it must announce on SENS in advance of the adoption of net asset value.</p>	<p>This is executed accordingly.</p> <p>Trading statements were published on SENS as follows:</p> <ul style="list-style-type: none"> - 17 May 2023 - 15 November 2023
3.5	<p>No price sensitive information is to be released to any third parties until it has been released on SENS (unless confidentiality requirements are met).</p>	<p>This is executed accordingly.</p>
3.6	<p>Issuers that deem it necessary to provide information, prior to releasing same on SENS, must ensure that in doing so they do not commit an offence in terms of the Financial Markets Act (FMA) and in particular section 78(4).</p> <p>Section 78(4) of the FMA states the following:</p> <ul style="list-style-type: none"> - An insider who knows that he or she has inside information and who discloses the inside information to another person commits an offence - An insider is not guilty of an offence if such insider proves on a balance of probabilities that he or she disclosed the inside information because it was necessary to do so for the purpose of the proper performance of the functions of his or her employment, office or profession in circumstances unrelated to dealing in any security listed on a regulated market, and that he or she at the same time disclosed that the information was inside information 	<p>This is executed accordingly.</p>
3.7	<p>Issuers that elect to provide information in accordance with paragraph 3.6 above and become aware that the necessary degree of confidentiality of such information cannot be maintained or if the issuer suspects that confidentiality has or may have been breached, the issuer must immediately inform the JSE and ensure that such information is announced accordingly.</p>	<p>This is executed accordingly.</p>
3.8	<p>When an issuer intends to release any price sensitive information at any meeting or forum, arrangements must be made for the publication of such information to ensure that the announcement of such information at the meeting or forum is made simultaneously with the publication through SENS in accordance with Schedule 9. If any such information is disclosed in an unplanned manner during the course of a meeting or forum, the issuer must immediately inform the JSE and ensure that such information is announced accordingly.</p>	<p>This is executed accordingly.</p>
3.9 – 3.10	<p>If an issuer acquires knowledge of price sensitive information on which confidentiality cannot be maintained, a cautionary announcement is to be published with immediate effect. Such cautionary announcement is to be renewed every 30 business days until full details of the price sensitive information are published.</p> <p>Exception: If disclosure will prejudice the issuer's legitimate interests, the JSE may grant dispensation from making information public.</p>	<p>This is executed accordingly.</p>

JSE section	Requirement	Compliance/disclosure
	Disclosure of periodic financial information	
3.11	All declarations of distribution payments (dividends, interests, etc.) are to be announced immediately as per paragraph 11.17(a)(i) to(x) – detailed below.	This is executed accordingly.
3.14	<p>Restatements</p> <p>Instances of restatements that require notification pursuant to the provisions of Practice Note 3/2017 to the JSE:</p> <ol style="list-style-type: none"> A new accounting standard or interpretation is issued by the International Accounting Standards Board (IASB), which requires retrospective application The application of paragraphs 34 to 36 of IFRS 5: Non-current Assets Held for Sale and Discontinued Operations and/or paragraph 28 of IAS 33: Earnings per Share and/or paragraph 29 of IFRS 8: Operating Segments and/or paragraph 45 of IFRS 3 A voluntary change of accounting policy or change in the application of IFRS A reclassification of amounts disclosed in the prior period financials The correction of a material prior period error For some other reason <p>The JSE does not wish to be advised of any restatements in respect of (i) and (ii) above.</p> <p>Furthermore, the JSE only requires notification of restatements that impact earnings per share, headline earnings per share, and/or the amounts presented in the:</p> <ul style="list-style-type: none"> - Statement of financial position - Statement of profit or loss and other comprehensive income - Statement of changes in equity - Statement of cash flows <p>The same restatement will often appear in the interim results, condensed financial statements, summary financial statements or annual financial statements. Notification of restatements need only occur once for each change.</p> <p>Notification of restatements must take place together with the submission of the annual financial statements and annual compliance certificate to the JSE via Webstir.</p>	This is executed accordingly.
3.15	<p>Annual results</p> <p>The company must, within three months after the end of each financial year-end, release a results announcement dealing with either:</p> <ul style="list-style-type: none"> - Condensed financial statements, or - Annual financial statements/summary financial statements 	<p>This is executed accordingly.</p> <p>The annual results were released on 13 June 2024.</p>
3.16	<p>The company must, within four months after the end of each financial year and at least fifteen business days before the date of the annual general meeting:</p> <ul style="list-style-type: none"> - Release the annual report through a results announcement - Distribute to all holders of securities the notice of annual general meeting, together with a weblink to the annual report 	This is noted and will be executed accordingly should the need arise.

JSE section	Requirement	Compliance/disclosure
3.17 – 3.18	<p>The company must release its interim results through a results announcement within three months after the end of the first six-month period of a financial year and the 12 months commencing on the first day of a financial year, if the issuer has changed its year-end and therefore has a financial year of longer than 12 months.</p> <p>Reporting on a quarterly basis is voluntary and there is no prescribed format. Should a company elect to report on a quarterly basis, those quarterly results must be released through a results announcement as soon as possible after each quarter. Quarterly reports must still release interim results in terms of paragraph 3.17.</p>	<p>This is executed accordingly.</p> <p>The interim report was published on 21 November 2023.</p> <p>Telkom does not report on a quarterly basis.</p>
3.19 – 3.21	<p>Auditor's report</p> <p>The issuer's auditor must perform an audit in accordance with International Standards on Auditing (ISA) (or in the case of overseas companies, in accordance with national auditing standards acceptable to the JSE) on:</p> <ul style="list-style-type: none"> - The financial statements - The separate annual financial statement of the issuer, where the issuer is a South African company <p>The issuer's auditor must perform an audit in accordance with the ISA on Review Engagements on the:</p> <ul style="list-style-type: none"> - Condensed financial statements - Paragraph 3.17(b) interim results <p>The information in the auditor's report must be disclosed as follows:</p> <ul style="list-style-type: none"> - Auditor's report must accompany the relevant results on which their report is issued - Where additional information accompanies the results, the demarcation between which information is audited/reviewed and which is not must be clear - Summary financial statements must be accompanied by the following: <ul style="list-style-type: none"> - A statement that it is extracted from audited information but is not itself audited and the directors are responsible for the accuracy of the extraction - The name of the audit firm - The type of audit opinion that was issued on the annual financial statements; and in the instance of a modified opinion, an extract of the exact modification paragraph from the auditor's report - Details of any of the following paragraphs contained in the auditor's report on the annual financial statements: <ul style="list-style-type: none"> - Material uncertainty relating to going concern - Emphasis of matter - Reportable irregularity - A material inconsistency in the information included in a document that contains the annual financial statements - A statement that the annual financial statements are available on request from the issuer, including details of the contact person. 	<p>This is executed accordingly.</p>

JSE section	Requirement	Compliance/disclosure
3.22	<p>Results announcement</p> <p>Results must be released by way of a SENS announcement and JSE cloudlink and must contain the following information:</p> <ul style="list-style-type: none"> - A statement that: <ul style="list-style-type: none"> - The results are available through the following JSE cloudlink and issuer's weblink - Any investment decisions should be based on the full results as the information in the announcement does not provide all of the details - In respect of the annual reports, details of the date, time and venue for the annual general meeting and a statement that, whilst the annual financial statements are available through the JSE cloudlink, the additional information in terms of paragraph 8.62 contained in the company's annual report is only available through the issuer's weblink - The information in paragraphs 3.46A(d), the information has not been released previously on SENS - If annual reports are announced, following the release of the condensed financial statements: <ul style="list-style-type: none"> - A statement that there are no changes to any of the information in those previous results or a statement that there are changes - In the event of changes, a statement that the details are available through the JSE cloudlink. Those details must include a description of the changes and the circumstances that led to the changes. The details must be provided for each line item in financial statements and/or notes impacted by the change and the quantum involved - If annual reports are announced following the release of annual financial statements or summary financial statements: <ul style="list-style-type: none"> - In the event of changes to the previous results paragraph 3.22(d)(ii) applies, and - If the auditor issued a new audit report, a statement to this effect highlighting any changes to the previous issued report 	<p>This is executed accordingly.</p> <p>The Notice of the Annual General Meeting, including the Company's financial statements, was distributed on 24 July 2024, being sufficient notice for the AGM scheduled for 24 August 2024.</p>
3.23	<p>Procedure for non-compliance</p> <p>The release of results without the required auditor's reports referred to in paragraphs 3.19 and 3.20 is not permitted. The procedure below shall apply to an issuer that fails to comply with paragraphs 3.15, 3.16 and 3.17:</p> <p>(a) Fourteen days after failure to comply with paragraphs 3.15 and 3.17 and the first day after failure to comply with paragraph 3.16:</p> <ol style="list-style-type: none"> (i) The listing will be annotated on the trading system with a "RE" to indicate that it has failed to comply (ii) The JSE will release an announcement on SENS, advising that the issuer has not submitted its results and cautioning holders of securities of the consequences referred to in (b) below <p>(b) The listing of the issuer will be suspended, in terms of section 1, if the issuer has not complied with:</p> <ol style="list-style-type: none"> (i) Paragraph 3.15 or 3.17 by the end of the fourth month after the end of the period (ii) Paragraph 3.16 by the end of the fifth month after the financial year-end 	<p>This is noted.</p>

JSE section	Requirement	Compliance/disclosure
3.24	<p>If the auditor's report on any financial statements is modified, the issuer must consider if the modification is price sensitive information.</p> <p>Where a modified auditor's report has been issued on results released through a results announcement, the issuer's listing on the JSE trading system will be annotated with:</p> <ul style="list-style-type: none"> - An "E" when the auditor's report contains an emphasis of matter paragraph - A "G" when the auditor's report contains paragraph on material uncertainty relating to going concern - A "Q" when the auditor's report is qualified - An "A" when the auditor's report contains an adverse opinion - A "D" when the auditor's report contains a disclaimer of opinion 	This is noted and will be executed accordingly should the need arise.
Rights between holders of securities		
3.27	The company should ensure that all holders of any class of shares receive fair and equal treatment.	This is executed accordingly.
3.28	No securities may be issued with voting rights that differ from other securities of the same class.	This is executed accordingly.
3.29	Securities in each class are to rank pari passu.	This is executed accordingly.
3.30	An issuer proposing to issue equity securities for cash must first offer those securities (unless the issue is an acquisition issue), effected by way of a rights offer, to existing holders of equity securities in proportion to their existing holdings. Only to the extent that such securities are not taken up by holders of equity securities under the offer may they then be issued for cash to other persons or otherwise than in the proportion mentioned above.	This is executed accordingly.
3.34	Securities that are the subject of a profit warranty must only be allotted and issued once profit required has been achieved and this has been confirmed in writing to the JSE by the auditors.	This is noted and will be executed accordingly should the need arise.
3.35	Issues of shares for cash in a subsidiary must be categorised in terms of Section 9.	This is noted and will be executed accordingly should the need arise.
3.36	An offer for subscription by way of a rights offer through a subsidiary must be categorised in terms of Section 9.	This is noted and will be executed accordingly should the need arise.
3.37 and 4.28	Issuers must use their best endeavours to ensure that 10% of each class of securities is held by the public.	This is executed accordingly.
3.43	<p>An issuer must disclose in its annual financial statements the following:</p> <ul style="list-style-type: none"> - The number of public securities holders for every class of listed securities - The percentages of each class of securities held by public and non-public securities holders <p>For purposes of disclosure in the annual financial statements, please note that the JSE has extended the definition of non-public shareholders to include:</p> <ul style="list-style-type: none"> - A prescribed officer of the applicant issuer - Any person where restrictions on trading in the issuer's listed securities, in any manner or form, are imposed by the applicant issuer. For purposes of this provision, restrictions on trading in the applicant issuer's listed securities must be for a period exceeding six months from the listing date 	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
Communication with shareholders		
3.44	<p>All information and facilities must be made available to holders of securities to enable them to exercise their rights, such as:</p> <ul style="list-style-type: none"> - Informing securities holders of the holding of meetings that they are entitled to attend - Enabling securities holders to exercise their right to vote - Releasing announcements and distributing circulars in terms of the Listings Requirements 	<p>This is executed accordingly.</p> <p>A Notice of AGM was distributed to all shareholders containing all information concerning the meeting and shareholder rights on 24 July 2024.</p>
3.45 – 3.46	<p>Announcements through SENS</p> <p>All announcements that are made through SENS in accordance with Appendix 1 to section 11 of the Listings Requirements must be in English.</p> <p>Press announcements</p> <p>Announcement requiring publication in the press in accordance with Appendix 1 to section 11 must be published in a widely circulated daily newspaper.</p> <p>Announcement must be made available on the issuer's website after release on SENS.</p> <p>Short-form announcements may be published in the press.</p>	<p>This is executed accordingly.</p>

JSE section	Requirement	Compliance/disclosure
3.46A	<p>Short-form announcements</p> <p>The following details must be included in the short-form announcement:</p> <p>(a) In a prominent position at the top of the short-form announcement, all headlines as may be appropriate as to the nature of the matter</p> <p>(b) The short-form announcement is the responsibility of the directors</p> <p>(c) The full announcement has been released on SENS and is available on the issuer's website and that any investment decision must be based on that information</p> <ul style="list-style-type: none"> - A short-form announcement dealing with results must also include the following: <ul style="list-style-type: none"> - Increases/decreases in revenue/operating profit compared to the financial results for the previous corresponding period - Increases/decreases in headline earnings per share compared to the financial results for the previous corresponding period - Increases/decreases in earnings per share compared to the financial results for the previous corresponding period - Increases/decreases in the dividend/distribution compared to the financial results for the previous corresponding period - Increases/decreases in net asset value compared to the financial results for the previous corresponding period (only if more relevant because of the nature of the issuer's business) - Where the auditor issued a report on the results, the name of the audit firm must be disclosed including a statement on the type of review conclusion/audit opinion that was reached on the underlying annual financial statements, i.e. unqualified, qualified, disclaimer or adverse. The statement must also confirm if there was: <ul style="list-style-type: none"> - A material uncertainty relating to going concern - An emphasis of matter - A reportable irregularity, or - A material inconsistency in information included in a document that contains the audited financial statements <p>Such details must also be disclosed on the website of the issuer.</p> <p>To the extent that any of the above indicators are not considered to be a true measure to reflect the performance of an issuer in the banking and property industries, the JSE may grant dispensation from the requirement to publish such information or agree to a relevant alternative indicator/s.</p>	This is executed accordingly.
3.49	Circulars and pre-listing statements must be printed in English and distributed to all certificated holders and those dematerialised beneficial holders of securities who have elected to receive such documents at the cost of the issuer.	<p>This is executed accordingly.</p> <p>A circular on the disposal of 100% of Swiftnet meeting all the requirements was circulated to shareholders on 22 April 2024.</p>

JSE section	Requirement	Compliance/disclosure
Transfer office and Strate		
3.51	All listed companies are required to: <ul style="list-style-type: none"> - Maintain a transfer office with respect to the certificated environment - Be approved as Strate eligible with respect to a dematerialised environment and comply with Central Securities Depository Rules 	This is executed accordingly.
3.52	Proxy forms must be sent, along with the notice convening any meeting of securities holders, to each person entitled to vote and who has elected to receive such document. For the purpose of resolutions proposed in terms of the Listings Requirements wherein any votes are to be excluded from that resolution, any proxy given by a holder of securities to the holder of such an excluded vote shall be excluded from voting for the purposes of that resolution.	This is executed accordingly.
3.53	Securities certificates and other documents of title are to be sent by registered post.	This is executed accordingly.
Directors		
3.59	Notification of appointments and resignations of the directors or company secretary of the company and changes of important functions/executive responsibilities of directors must be made on SENS without delay and by no later than the end of the business day following the decision or receipt of the notice of the change.	The following announcements were published on SENS: <ul style="list-style-type: none"> - 31 May 2023: Resignation of Group Company Secretary - 29 August 2023: Appointment of Interim Group Company Secretary - 6 September 2023: Resignation of Non-executive Director - 29 September 2023: Changes to the Board – resignation and appointment of GCFO and resignation of Non-executive Director - 30 October 2023: Appointment of Group Company Secretary - 22 March 2024: Constitution of a new Committee and Changes to Board Committees
3.60	Submission of Schedule 13 – directors' declaration for newly appointed directors, within 14 days of such appointment. The listed company must ensure the newly appointed director is free of any conflicts of interest between the duties he/she owes the company and his/her private interests. Any director who is aware of any change in the statements contained in paragraphs 13 and 15 to 23 of Schedule 13 is required to disclose this to the issuer within three business days. Any such amendments must be announced on SENS within one business day after they have been received from the director. Thereafter, the issuer must resubmit the updated Schedule 13 to the JSE through the sponsor. Submission of Form D2 for new company secretary.	This is executed accordingly.
3.61	Notifications to changes of the board of directors must include effective date, and where such date is unknown, the issuer must state this fact and notify the JSE once date has been determined.	This is executed accordingly.
3.62	All directors are bound by and must comply with the JSE Listings Requirements in their capacity as directors and their personal capacities.	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
3.63 – 3.65	<p>Dealing in securities</p> <p>Announce all transactions in the listed company's securities by directors, prescribed officers, directors of major subsidiaries, the company secretary of the listed entity or any major subsidiaries, any associate of the above (in accordance with definition of 'associate' set out in the JSE Listings Requirements) and any independent entity in terms of which any above party may derive beneficial interest now or in the future, <u>within four days</u> of the transaction on SENS.</p> <p>"Transaction" includes:</p> <ul style="list-style-type: none"> - Any sale, purchase or subscription of securities in the issuer (rights offer, capitalisation award, scrip dividend) - Any agreement to sell, purchase or subscribe for securities relating to the issuer (irrespective of whether shares or cash flows); or - Any donations of securities relating to the issuer - Any dealing in warrants, single stock futures, contracts for difference and other derivatives. It should be noted that, if shares are sold and the equivalent exposure is purchased through a single stock future or any other derivative, both legs will be deemed to be transactions. The closing out of a single stock future or other derivative is also a transaction. The rolling-over of a single stock future that is merely an extension of an existing position is not a transaction - Acceptance, acquisition, disposal or exercise of any option (including but not limited to options in terms of a share incentive/ option scheme) to acquire or dispose of securities - Any purchase or sale of nil or fully paid letters however excluding following full or partial entitlements as a shareholder through means of a renounceable rights offer (excess applications permitted), capitalisation issues, scrip dividends and dividend reinvestment, and receiving the subsequent allocation of such securities pursuant to such entitlements* <ul style="list-style-type: none"> * Please note the disclosure obligations pursuant to paragraphs 7.C.15 and 7.C.16, and announcement obligation pursuant to the applicable corporate actions timetable - Acceptance, acquisition or disposal of any right or obligation, present or future, conditional or unconditional to acquire or dispose of any securities; - The use of securities as security, guarantee, collateral or otherwise granting a charge, lien or other encumbrance over the securities of the issuer. A transaction will be deemed to be present at each of the following trigger events: <ul style="list-style-type: none"> i. At the time of agreement of such arrangement ii. At the time when a right or discretion afforded to a lender is being exercised iii. At the time an existing arrangement is being amended or terminated - In respect of the abovementioned transaction, the announcement must disclose the nature, term and amount of the financial obligation as well the number, value and class of securities offered as security, guarantee, collateral or otherwise - Any other transaction that will provide director or indirect exposure to the share price of the issuer. It must be noted that this does not include cash-settled share appreciation rights granted to directors by the issuer in the ordinary course of business 	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
3.66	Clearance is to be given by the chairman or other designated director to all parties (excluding associates) covered in 3.63 above, prior to dealing in the company's securities.	This is executed accordingly.
3.67	Clearance to deal must be refused during prohibited periods Prohibited period means a closed period or any time when there is unpublished price sensitive information (whether or not the director has knowledge of such matter). Closed period, being from the date of the period end (i.e. financial year-end or interim period end) to date of publication of results and includes while the company is trading under cautionary.	This is executed accordingly.
3.68	A written record must be maintained by the issuer of the receipt of all advice from directors pursuant to paragraph 3.66 and of any clearance given. Written confirmation from the issuer that such advice and clearance, if any, have been recorded must be given to the director concerned.	This is executed accordingly.
3.69	A director may not deal in any securities relating to the issuer: (a) During a closed period as defined (b) At any time when he is in possession of price sensitive information in relation to those securities or otherwise where clearance to deal is not given in terms of paragraph 3.66	This is executed accordingly.
3.70	The JSE may waive compliance with paragraph 3.69 in situations where the director has no discretion in the transaction. The JSE must be consulted for a ruling in these cases and if a waiver is granted the announcement must clearly explain the reasons why the director had no discretion to deal.	This is noted and will be executed accordingly, should the need arise.
3.71	A director must advise the following parties of the name(s) of the issuer(s) of which he is a director: (a) Any associate of his (b) Any investment manager dealing on his/her behalf or on behalf of any person associated with him where either he/she or any person associated with him has funds under management with that investment manager, whether on a discretionary basis or not	This is executed accordingly to the best of the Company's knowledge. The Company has a share dealing policy which stipulates this and which the Directors are subjected to.
3.72	A director must advise all of his associates in writing that they must notify him immediately after they have dealt in securities relating to the issuer(s) in order for him to comply with paragraph 3.65.	This is executed accordingly to the best of the Company's knowledge. The Company has a share dealing policy which stipulates this and which the Directors are subjected to.
3.73	A director must advise his investment manager in writing that they may not deal in any securities relating to issuer(s) of which he is a director unless it obtains his express consent in writing.	This is executed accordingly to the best of the Company's knowledge. The Company has a share dealing policy which stipulates this and which the Directors are subjected to.
3.74	Paragraphs 3.63 to 3.73 do not override the provisions of the FMA and should not be construed as additional defences or exclusions from having to comply with the FMA. Issuers may impose more rigorous restrictions upon dealings by directors if they so wish or if it is appropriate in certain circumstances.	This is noted.

JSE section	Requirement	Compliance/disclosure
Auditors		
3.75	<p>The JSE is to be notified of the appointment/termination/non-reappointment and resignation of auditors and any change of the individual auditor, by no later than two business days following the date of such event. The notification must state the effective date and confirm to the JSE that the appointment complies with paragraphs 3.86 and 3.87.</p> <p>In the event of the termination/non-reappointment and resignation, a letter from the auditor must be submitted to the JSE which includes the reason/s therefore; and confirmation of any matters of non-compliance with laws and regulations regarding the issuer that were reported by the auditor to an appropriate authority in the last 12 months. This includes any reportable irregularities regarding the issuer reported by the auditor to its regulator in the past 12 months.</p> <p>An announcement must also be published on SENS regarding the change in audit firm (an announcement is not required for a change in audit partner) including the following:</p> <ul style="list-style-type: none"> - Whether the change of audit firm was initiated by the issuer or the audit firm - The reason(s) for the change in audit firm - The effective date of the change of audit firm - The name of the newly appointed audit firm (if a decision has not yet been made of the appointment of a new audit firm this fact must be disclosed and once an appointment is finalised, a subsequent announcement must be released on SENS) 	This is executed accordingly.
Miscellaneous		
3.80	Listing fees, including annual listing fees, must be paid as soon as payment becomes due.	This is executed accordingly.
3.81	Companies listed on another exchange must ensure that equivalent information is made available at the same time to the other exchanges.	N/A – the Company is only listed on the JSE.
3.83	<p>A register of beneficial interests of directors in securities must be maintained and details therefore as well as details of major shareholders must be published in the financial statements.</p> <p>An issuer that has received a notice in terms of sections 122(1) and 122(3) of the Companies Act must, within 48 hours after receipt of such a notice, publish the information provided in the notice on SENS. No such announcement shall be required in respect of notices received by the issuer and which relate to a disposal of less than 1% of the relevant class of securities, per section 122(3) of the Companies Act.</p>	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
Mandatory corporate governance requirements		
3.84	Implementation of the following Corporate Governance requirements are mandatory, and disclosure of compliance therewith must be made in the annual report:	
	- A policy evidencing a clear balance of power and authority at board of directors' level to ensure that no one director has unfettered powers of decision-making	This is executed accordingly.
	- The CEO must not hold the position of chairperson - The chairperson must be an independent non-executive or appointment of a lead independent director	This is executed accordingly. The CEO and Chairperson are separate individuals. The Chairperson is independent.
	- All issuers must, in accordance with the King Code, appoint an audit committee, committee responsible for remuneration and a social and ethics committee in accordance with the King Code on an apply-and-explain basis, provided that each committee must comprise at least three members. A brief description of the committee mandates, the number of meetings held and other relevant information to be disclosed	This is executed accordingly.
	- A brief CV of each director standing for election or re-election at the AGM must accompany the notice of AGM. An election or re-election of a director may not take place at a meeting as contemplated in section 60 of the Companies Act	A brief CV of each Director standing for election accompanies the notice of AGM. The CVs of Directors standing for re-election are contained in the integrated report.
	- The capacity of each director must be categorised as executive, non-executive or independent. Independent directors should be determined holistically, and on a substance over form basis in accordance with the Companies Act and King Code	This is executed accordingly.
	- All issuers must have an executive financial director. The JSE may, at its discretion, when requested to do so by the issuer and due to the existence of special circumstances, allow the financial director to be employed on a part-time basis or not at all. This request must be accompanied by a detailed motivation by the issuer and the audit committee	This is executed accordingly.
	- The audit committee must, notwithstanding its duties pursuant to section 94 of the Companies Act: <ul style="list-style-type: none"> - Consider on an annual basis and satisfy itself of the appropriateness of the expertise and experience of the financial director and confirm this by reporting in the annual report - Ensure that the issuer has established appropriate financial reporting procedures, and that those procedures are operating, which should include consideration of all entities included in the consolidated group IFRS financial statements, to ensure that it has access to all the financial information of the issuer to allow the issuer to effectively prepare and report on the financial statements of the issuer - Confirm in the audit committee report that the audit committee has received from the auditors, from the individual auditor and auditor firm all the information set out in paragraph 3.84(g)(iii) of the JSE Listings Requirements - Ensure that the appointment of the auditor is presented and included as a resolution at the AGM of the issuer 	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
3.84 continued	<ul style="list-style-type: none"> - All issuers must appoint a company secretary in accordance with the Companies Act and King Code. The board of directors must consider and satisfy itself on the competence, qualifications and experience of the company secretary. The issuer must confirm this by reporting to shareholders in its annual report that the board of directors has executed this responsibility. - The board of directors or the nomination committee, as the case may be, must have a policy on the promotion of broader diversity at board level specifically focusing on the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience. The issuer must confirm this by reporting to shareholders in its annual report on how the board of directors or the nomination committee, as the case may be, have considered and applied the policy of broad diversity in the nomination and appointment of directors. If applicable, the board of directors or the nomination committee must further explain why any of the above diversity indicators have not been applied and further report progress in respect thereof on agreed voluntary targets. - The remuneration policy and the implementation report must be tabled every year for separate non-binding advisory votes by shareholders of the issuer at the AGM. The remuneration policy must record the measures that the board of directors of the issuer commits to take in the event that either the remuneration policy or the implementation report, or both, are voted against by 25% or more of the votes exercised. In order to give effect to the minimum measures referred to in the King Code, in the event that either the remuneration policy or the implementation report, or both are voted against by shareholders exercising 25% or more of the voting rights exercised, the issuer must in its voting results announcement pursuant to paragraph 3.94 provide for the following: <ul style="list-style-type: none"> - An invitation to dissenting shareholders to engage with the issuer - The manner and timing of such engagement - The CEO and the financial director must now make a positive statement in the integrated annual report confirming that the obligations in respect of the audited annual financial statements and the establishment and maintenance of internal controls have been met. 	<p>This is executed accordingly.</p> <p>This is executed accordingly.</p> <p>This is executed accordingly.</p> <p>This is executed accordingly.</p>
3.86	<p>An applicant issuer must appoint an auditor and must ensure that the terms of the engagement include:</p> <ul style="list-style-type: none"> - A requirement for the auditor to notify the issuer within 24 hours where the auditor has been prohibited from signing the audit report or is no longer registered with its regulator - That the auditor is obligated to inform the JSE and the audit committee of the applicant issuer, where the issuer misrepresents the content of the auditor's report as it relates to the issuer (for example, by indicating that the auditor's opinion is unqualified when there is a modification of the auditor's opinion or by indicating that there are no issues when in fact there is a modified auditor's report) or by indicating that the financial information has been audited or reviewed when this is not the case. Such notification must be made by the auditor by no later than 24 hours of the date the auditor became aware of the matter 	<p>This is executed accordingly.</p>

JSE section	Requirement	Compliance/disclosure
3.87	<p>The following applies to the appointment of the auditor:</p> <ul style="list-style-type: none"> (a) The applicant issuer must appoint an auditor who is registered with its regulator in the country of incorporation of the applicant issuer; such appointment must be made in accordance with the laws of incorporation/company laws of the applicant issuer (b) The audit firm must at all times have at least three individual auditors who are registered as assurance individual registered auditors with their regulator (c) The audit firm must have had a firm-wide independent quality management inspection on the audit firm by its regulator either in its regulator's current inspection cycle or a prior inspection cycle (d) The auditor must have demonstrated to the issuer that it has the necessary resources to carry out the relevant engagement, as required in the "auditing pronouncements" defined in section 1 of the Auditing Profession Act, which includes paragraph 30 of ISQM 1 (e) The auditor must not be prohibited by its regulator from performing the relevant assurance engagement 	This is executed accordingly.
3.91	Where an auditor has been appointed but is subsequently prohibited from signing the audit report, or is no longer registered with its regulator, the auditor must be replaced within the period specified in the Companies Act (or equivalent legislation applicable to the issuer) or before the next audit report is signed, whichever is earlier.	This is noted and will be executed accordingly should the need arise.
3.92	Subject to the provisions of the Act and the memorandum of incorporation of the issuer and its subsidiaries, subsidiaries of an applicant issuer are not required to be audited.	This is noted.
Annual general meeting/voting results announcement.		
3.94	An issuer must release an announcement on SENS with details concerning the date, time and venue of its annual/general meeting within 24 hours after the notices of annual/general meeting have been distributed to shareholders.	This is executed accordingly.
3.95	An issuer must release an announcement on SENS within 48 hours after each annual/general meeting, providing details of the voting results in respect of the resolution/s proposed at such meeting and/or passed by written resolution.	This is executed accordingly.
Dealings by share incentive schemes.		
3.96	<p>The provisions of paragraphs 3.63 to 3.74 apply to dealings by the issuer or a scheme involving securities relating to a scheme unless:</p> <ul style="list-style-type: none"> - The instruction to deal was given by a participant of the scheme where the shares have vested in terms of the provisions of the scheme - The scheme is merely facilitating a dealing on behalf of a participant - The participant takes the risk of any profit/loss - The trustees of the scheme, any other party responsible and the issuer do not exercise any election/decision 	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
Demand to call a shareholders' meeting		
3.97 - 3.98	<p>An issuer that has received a valid demand to call a shareholders' meeting must immediately inform the JSE and release an announcement through SENS to that effect.</p> <p>The issuer must:</p> <ul style="list-style-type: none"> - Issue a notice of meeting within ten business days from the date of receipt of the request to call a shareholders' meeting, unless the JSE decides otherwise - The date of the meeting should be specified as a date not exceeding 25 business days from when the notice of meeting is issued - The meeting of shareholders must be announced within 24 hours after the notice has been distributed to shareholders 	This is noted and will be executed accordingly should the need arise.
Announcement of intra-group repurchases		
3.99	<p>An issuer must release an announcement on SENS, immediately after terms have been agreed, with the details of any intra-group repurchases concluded which must include the following:</p> <ul style="list-style-type: none"> - The date/s and total number of securities repurchased - Whether the securities are repurchased from either a wholly owned subsidiary/ies, share incentive scheme/s pursuant to Schedule 14 and/or and/or non-dilutive share incentive schemes controlled by the issuer - Confirmation that the repurchased securities have reverted to authorised but unissued securities of the issuer in accordance with section 35(5) of the Companies Act - The price paid for the repurchased equity securities - The balance of the number of treasury shares held 	This is noted and will be actioned accordingly should the need arise.
Section 5 Methods and procedures of bringing securities to listing		
	<p>Any new securities listed or any securities delisted by the company must be appropriately dealt with per the Listings Requirements. The different methods of bringing securities to listing include:</p> <ul style="list-style-type: none"> - A renounceable rights offer or non-renounceable rights offer - A clawback offer - A capitalisation issue - An issue for cash - An acquisition or merger issue - A vendor consideration placing - An exercise of options - A conversion of securities - A conversion of securities of one class to another - Such other method as may be approved by the JSE 	This is noted and will be executed accordingly should the need arise.
5.75	Whenever treasury shares are utilised by the company, such use must be treated as a fresh issue of shares for cash and accordingly must comply with the Listings Requirements.	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
Section 7	Listing particulars (minimum contents of annual financial statements)	
7.F.6	Inclusion of a positive statement by the directors that the company is in compliance with the provisions of the Companies Act or laws of establishment, specifically relating to its incorporation, and is operating in conformity with its memorandum of incorporation and/or relevant constitutional documents.	This is executed accordingly.
7.F.7	Inclusion of a description of material risks which are specific to the company, its industry and/or its securities. Such material risks should be grouped together in a coherent manner and material risks considered to be of the most immediate significance should be prominent at the beginning within the material risks disclosure.	This is executed accordingly.
Section 8	Financial information	
8.57(a)	Condensed financial statements and summary financial statements must be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards, and for a South African company, the SA financial reporting requirements (as applicable), and must also contain the information required by IAS 34: Interim Financial Reporting, and a statement confirming that it has been so prepared.	This is executed accordingly.
8.57(b)	Interim results must: <ul style="list-style-type: none"> (i) Be prepared in accordance with and containing the information required by IAS 34: Interim Financial Reporting, and for a South African company, the SA financial reporting requirements (as applicable) and a statement confirming that it has been so prepared (ii) Disclose where there is a material change to the initial estimates of a contingent consideration payable or receivable in terms of an acquisition or disposal, as used in the pro forma financial effects calculations (iii) In respect of Mineral Companies, include summary information of any material changes to the information disclosed in compliance with 8.62(g) for the prior year/period ended, or an appropriate negative statement where there have been no material changes (iv) In respect of a property entity include the information referred to in paragraph 13.36 	This is executed accordingly.
8.58	The condensed financial statements, summary financial statement and interim results to be included: <ul style="list-style-type: none"> - Headline earnings per share and diluted headline earnings per share - A statement confirming that the accounting policies are consistent with those of the previous annual financial statements or include details of the changes 	This is executed accordingly.
8.59	The JSE to be notified in respect of a change in financial year-end.	This is executed accordingly.
8.60	The annual financial statements must: <ul style="list-style-type: none"> (a) Be drawn up in accordance with the national law applicable to a listed company (b) Be prepared in accordance with International Financial Reporting Standards, and for a South African company the SA financial reporting requirements (as applicable) (but see section 18 in respect of dual listings and listings by overseas companies) (c) Fairly present the financial position, changes in equity, results of operations and cash flows of the group (d) Be the consolidated annual financial statements 	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
8.61	<p>Listed companies are required to disclose the following information in their annual financial statements:</p> <ul style="list-style-type: none"> a) CEO and financial director responsibility statement b) Information on unlisted securities set out in paragraph 4.23(b) c) Headline earnings per share d) Disclosure of directors' interests e) Major shareholders f) Information on public shareholders set out in paragraph 3.43 g) Details of share incentive schemes h) Disclosure of individual directors' remuneration and benefits, including for any director who has resigned during the reporting period i) Disclosure of the fact where there is a material change to the initial estimates of a contingent consideration payable or receivable, in terms of an acquisition or disposal, as used in any previously disclosed pro forma financial effects calculations j) Issues for cash k) Repurchase of securities l) For a property entity, the information set out in section 13.37 m) For an investment trust entity, the information set out in section 15.6 n) Restrictive funding arrangements <p>The information in paragraphs 8.61(a), (e), (f) and (l) can be presented outside of the information on which the auditor issues their audit opinion.</p>	This is executed accordingly.
8.62	<p>Additional content for annual reports:</p> <ul style="list-style-type: none"> a) King Code compliance (implementation of the King Code and a narrative on the non-binding advisory votes pursuant to paragraph 3.84(j)) b) Information regarding trading statements reporting indicators c) The corporate governance information set out in paragraphs 3.84(a) to (j) d) Positive statement by the directors that the company operates in compliance with (i) the provisions of the Companies Act, specifically relating to its incorporation and (ii) in conformity with its memorandum of incorporation e) Disclosure of material risks as prescribed in paragraph 7.F.7 f) If results differ by 10% or more from any forecast or estimate previously published by the issuer for its own results or in the case of a property entity results published in terms of paragraph 13.12, an explanation of the difference must be provided g) Mineral resources and mineral reserves as set out in section 12.13 h) For a property entity the information set out in section 13.39 and 13.46(h)(ii) i) Separate financial statements of the company j) Disclosure on the weighted voting share structure in terms of paragraph 4.46(b) – (f), if applicable 	This is executed accordingly.
8.63	<p>The JSE and the South African Institute of Chartered Accountants (SAICA) have formed a panel to be known as the Financial Reporting Investigations Panel (FRIP) to investigate complaints and advise the JSE in relation to compliance by issuers with IFRS and the JSE's required accounting practices (in terms of the Listings Requirements). The JSE may receive advice from the FRIP, as required by the JSE from time to time.</p>	This is noted.

JSE section	Requirement	Compliance/disclosure
8.64	<p>Where the JSE finds that an issuer has not complied with IFRS and/or the JSE's required accounting practices (in terms of the Listings Requirements), the JSE will be able, in its sole discretion:</p> <ul style="list-style-type: none"> (a) To censure such issuer in accordance with the provisions contained in section 1 of the Listings Requirements (b) Instruct such issuer to publish or re-issue any information the JSE deems appropriate (c) Refer any such non-compliance to SAICA, the Independent Regulatory Board for Auditors (IRBA) or any other relevant professional body 	This is noted.
Section 9 Transactions		
	<p>Any transactions undertaken by the company must be appropriately categorised and dealt with in accordance with the Listings Requirements</p> <ul style="list-style-type: none"> - Category 2 (5% <30%) – announcement published - Category 1 (>30%) – announcement published, circular distributed to shareholders and shareholder approval obtained <p>Treasury shares and shares held by a trust or scheme are excluded for categorisation and voting purposes.</p> <p>Any issuer considering a transaction must, at an early stage, consider the categorisation of the transaction.</p> <p>As transactions are generally unique, the sponsor should also be consulted at an early stage to advise on the regulatory requirements specifically applicable to the circumstances/mechanics of the proposed transaction.</p>	The disposal of Swiftnet masts and towers constituted a Category 1 transaction and complied with the requirements as outlined.

JSE section	Requirement	Compliance/disclosure
Section 10	Definition of a related party transaction	
10.1	<p>A related party transaction means a transaction as contemplated in section 9 or other agreement, or any variation or novation of an existing agreement between the company, or any of its subsidiaries, and the related party (subject to the exclusions in 9.1(c) and (d)).</p> <p>Related party means:</p> <ul style="list-style-type: none"> - A material shareholder (being a holder of 10% or more of issued shares) - A current director of the listed company or anyone who was a director over the past 12 months. For the purpose of this definition, a director includes a person that is, or within the 12 months preceding the date of the transaction was not a director, but in accordance with whose directions or instructions the directors are or were accustomed to act - Any person that falls within the definition of “family cross holdings test”* of a director of the issuer - Any advisor to the company that has or had, during the past 12 months, a beneficial interest, whether direct or indirect, in the company or any of its associates - Any person that is, or was during the past 12 months, a principal executive officer of the company by whatever position he may be, or may have been, designated and whether or not he is, or was, a director - The asset manager or management company of a property entity including anyone whose assets they manage or administer - The controlling shareholder of the persons above - Any associate of any of the above <p>Notwithstanding the above definitions, the JSE may, in its sole discretion, determine that a transaction is a related party transaction if extraordinary conditions exist.</p> <p>* The “family cross holdings test” relates to the parents, siblings (including step and half siblings) and major children of the individual together with each such party’s spouse (if applicable). Major children means any children of at least 18 years old.</p>	This is noted.

JSE section	Requirement	Compliance/disclosure
Section 11	Capitalisation issues, cash disbursements and dividends	
11.17 (a)– (c)	<p>a) Any announcement released for cash disbursements to shareholders must indicate whether the issue amount is distributed by way of a reduction of contributed tax capital (CTC) as defined in the Income Tax Act or a dividend (as defined in the Income Tax Act). Announcements released for any cash disbursements to shareholders must include the following where applicable:</p> <ul style="list-style-type: none"> i. Local dividend tax rate represented as a percentage ii. Gross local dividend amount represented as cents per share iii. Net local dividend amount represented as cents per share iv. Non-reclaimable foreign withholding dividend tax rate represented as a percentage v. Dividend reclaimable tax rate applicable overseas represented as a percentage vi. Issued share capital as at declaration date vii. Closing market price of the distribution in specie as at deemed payment date which shall be no later than the close of business on record date viii. Company registration number ix. Company tax reference number <p>b) In the case of a capitalisation issue, an announcement must be published complying with paragraphs 5.39 to 5.43 which must indicate whether the issue is distributed from capital or income reserves. The announcement also needs to show the information as per 11.17(a)(i) to (x) where applicable</p> <p>c) In the case of a dividend (including in specie dividend), as defined in the Income Tax Act, an announcement must be published complying with paragraphs 11.17(a)(i) to (ix) and must also indicate whether the distribution is made from capital or income reserves</p>	This is noted.

JSE section	Requirement	Compliance/disclosure
Section 16	Documents to be submitted to the JSE	
16.2	<p>All documentation relating to the following must be submitted to the JSE through a sponsor:</p> <ul style="list-style-type: none"> (a) New listings and/or reverse take-overs (b) Liquidation and judicial management (c) Renounceable rights/claw-back offers and non-renounceable rights offers (d) Capitalisation issues (e) Scrip dividend and cash dividend elections (f) Specific issues for cash (g) Options and convertible securities granted/issued for cash (h) Vendor consideration placing (i) Specific repurchase of securities (j) Specific payments to securities holders (k) Pre-issue trading (l) Price stabilisation (m) Odd-lot offers (n) Transactions as contemplated in terms of sections 9 and 10 (o) Voluntary liquidations (p) Delistings (q) Redemption of securities (r) Change of name (s) Subdivision/consolidation of securities (t) Transfer of sector or board (u) Conversion of securities (v) Unbundling (w) All offers regulated in terms of the panel (x) Voluntary offers (y) Explanatory statements (z) Memorandum of incorporation/amendments (aa) Share incentive/option schemes/amendments (bb) Any other corporate action requiring shareholder approval pursuant to the Listings Requirements (cc) All announcements required in terms of the Listings Requirements (dd) Annual financial statements and annual reports (ee) General mandate to issue shares for cash (ff) General mandate to repurchase securities (gg) General mandate to make payments to securities holders (hh) Increase in authorised share capital <p>Announcements relating to the above will not be released through SENS until confirmation has been received from the sponsor confirming that the sponsor has approved such announcement. All announcements must follow the procedural requirements of SENS as detailed in Schedule 9.</p>	This is executed accordingly.

JSE section	Requirement	Compliance/disclosure
16.20	<ul style="list-style-type: none"> - Company secretaries are requested to diarise all periodical information and documents required by the JSE as set out in paragraphs 16.21 and 16.22. It is essential, in the interests of registered, unregistered and future shareholders, that the information and documents be sent to the JSE by the sponsor in order that accurate information concerning the company can be promptly disseminated 	This is executed accordingly.
16.21	<p>The JSE must be advised in writing of:</p> <ul style="list-style-type: none"> - All corporate actions that the issuer is proceeding therewith in accordance with the relevant corporate action timetable - Changes in directorate, company secretary, address of registered or transfer offices - "Stops" placed against the transfer of securities - The publication of the annual compliance report prepared pursuant to section 13G(2) of the BEE Amendment Act, unless an exemption can be provided to the JSE 	This is executed accordingly.
16.22(a)	<p>The following must be submitted to the JSE electronically</p> <ul style="list-style-type: none"> - Notices of AGM - Annual financial statements and annual report - Notices of general meetings - All notices, prelisting statements and circulars issued to shareholders or debenture holders - In the event that Note 7 to the Appendix 1 to Section 11 has been applied, interim and provisional reports - Quarterly reports, where applicable 	This is executed accordingly.
16.22(b)	A copy of minutes of AGM or general meeting should be furnished within 72 hours of a request from the JSE.	This is noted.
16.22(c)	Evidence that the Companies and Intellectual Property Commission has registered special resolutions where special resolutions have been approved by shareholders.	This is noted.
16.22(d)	Notifications of any announcements required by any other stock exchange on which the company, or any of its subsidiaries are listed.	This is noted.
Section 17 Listing and other fees		
17.1	The JSE charges certain fees relating to listing fees, annual listing fees, documentation fees, ruling fees and sponsor fees. Details of these fees, the basis for calculating them and when they are payable are published on the JSE's website www.jse.co.za	This is noted.

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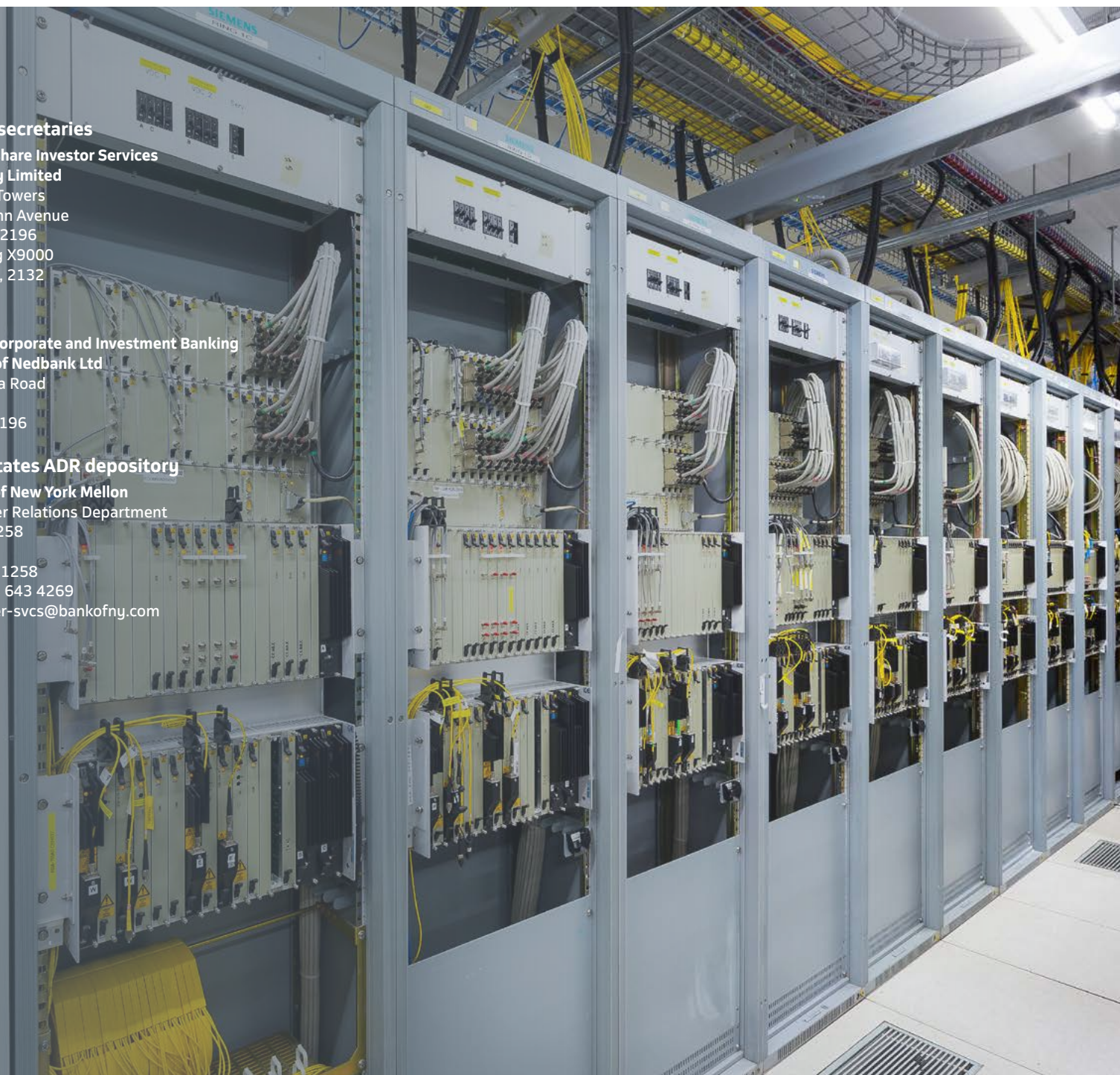
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