

Notes to the annual financial statements continued

for the year ended 31 March 2026

9. Equity structure continued

9.2 Share-based compensation reserve

Telkom's shareholders approved the Telkom Group employee share scheme at the September 2013 AGM. The scheme covers certain operational and management employees and is aimed at giving shares to Group employees, at a Rnil exercise price at the end of the vesting period. Although the number of shares awarded to employees was communicated at the grant date, the ultimate number of shares that vest may differ based on certain performance conditions being met (refer to [note 10.7](#)).

	Group		Company	
	31 March 2026	31 March 2025	31 March 2026	31 March 2025
	Rm	Rm	Rm	Rm
The movement within the share-based compensation reserve is:				
Balance at the beginning of the year	1 610	1 535	1 374	1 321
Net increase in equity	67	75	49	53
Employee expenses (refer to note 3.4.3)	67	69	48	38
Openserve share-based compensation reserve ¹	—	—	1	9
Transfer of Gyro share-based compensation reserve	—	6	—	6
Balance at the end of the year	1 677	1 610	1 423	1 374

¹ From 1 September 2022, Openserve is a 100% owned subsidiary of the Group. For shares granted before 1 September 2022, where Openserve does not have an obligation to pay for the shares, it has been assessed that these shares need to be equity-settled in Telkom Company. This is because Telkom has the obligation to settle for the services rendered to Openserve. For services rendered by the Openserve employees after the carve-out date, the share-based compensation reserve was increased in the current financial year by R1 million (31 March 2025: R9 million), with a corresponding entry to the investment in Openserve.

9.3 Non-distributable reserves

Summary of material accounting policies

Non-distributable reserves

Non-distributable reserves include reserves that have been grouped together as accounting reserves, which have arisen as a result of the specific requirements in the accounting standards.

Non-distributable reserves include the following:

- **Translation reserve:** This reserve comprises foreign currency translation differences arising from the translation of annual financial statements of the Group's foreign entities into South African rand.
- **Treasury shares:** This reserve represents the treasury shares as well as the amounts paid by Telkom to its subsidiary, Rossal No 65 (Pty) Ltd, for the acquisition of Telkom's shares to be utilised in terms of the Telkom Group employee share scheme.
- Shares repurchased for the purpose of the Telkom Group employee share scheme.

Treasury shares

Where the Group acquires shares for the Telkom Group employee share scheme, these shares are measured at acquisition cost and disclosed as a reduction of equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Such shares are not remeasured for changes in fair value. Any difference between the historical par value of the shares acquired and the consideration transferred for the acquisition of the shares is accounted for as an adjustment to retained earnings.

Where the Group chooses or is required to buy equity instruments from another party to satisfy its obligations to its employees under the share-based payment arrangement by delivery of its own shares, the transaction is accounted for as equity-settled. This applies regardless of whether the employees' rights to the equity instruments were granted by the Group itself, or by its shareholders, or were settled by either the Group or its shareholders.

Notes to the annual financial statements continued

for the year ended 31 March 2026

9. Equity structure continued

9.3 Non-distributable reserves continued

	Group		Company	
	31 March 2026 Rm	31 March 2025 Rm	31 March 2026 Rm	31 March 2025 Rm
Non-distributable reserves	591	585	165	171
Opening balance	585	750	171	278
Movement during the year	6	(165)	(6)	(107)
Increase/(decrease) in foreign currency translation reserve	8	(13)	—	—
Movement in treasury shares for Telkom and subsidiaries share scheme	—	(107)	—	(107)
Escrow shares realised for settlement to employees	(2)	—	(6)	—
Increase in treasury shares from BCX	—	(45)	—	—

The reserve also represents amounts paid by Telkom to its subsidiary, Rossal No 65 (Pty) Ltd, for the acquisition of Telkom's shares to be utilised in terms of the Telkom Group employee share scheme.

	31 March 2026		31 March 2025	
	Number of shares	Rm	Number of shares	Rm
Fair value of ordinary shares in Telkom are held as follows:				
Treasury shares in Escrow	10 361 492	609	12 118 701	451
Rossal No 65 (Pty) Ltd	6 738 959	396	6 738 959	251
Total	17 100 451	1 005	18 857 660	702

All shares will be allocated to employees as part of the Telkom Group employee share scheme.

9.4 Dividend paid

	Group		Company	
	31 March 2026 Rm	31 March 2025 Rm	31 March 2026 Rm	31 March 2025 Rm
Dividend paid	(1 299)	(6)	(1 319)	(5)
Dividend payable at the beginning of the year	(19)	(24)	(19)	(24)
Declared during the year - dividend on ordinary shares	(1 294)	—	(1 317)	—
Dividends declared to non-controlling interests	(3)	(1)	—	—
Dividend payable at the end of the year	17	19	17	19