



Telkom SA SOC Limited

(Incorporated in the
Republic of South Africa)
(Registration number
1991/005476/30)
(JSE share code: TKG)
ISIN: ZAE000044897)
("Telkom" or the
"company")

Form of proxy for the Annual General Meeting

(For completion by certificated shareholders and own-name dematerialised shareholders. Shareholders entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend, vote and speak at the Annual General Meeting in his/her stead. Such proxy/ies need not be a shareholder/s of Telkom.)

For use at the Annual General Meeting of shareholders of Telkom to be held at Gallagher Convention Centre, Gallagher Grill, 19 Richards Drive, Midrand on Wednesday, 26 August 2015 at 09:00

A dematerialised shareholder who is not an "own-name" registered shareholder, must inform its/his/her Central Securities Depository Participant ("CSDP") or broker of its/his/her intention to attend the Annual General Meeting and request its/his/her CSDP or broker to issue it/him/her with the necessary documentation to attend the Annual General Meeting in person and vote or provide their CSDP or broker with its/his/her voting instructions should it/he/she not wish to attend the Annual General Meeting in person. A dematerialised shareholder who is not an "own-name" registered shareholder should not use this form of proxy, but must contact its/his/her CSDP or broker as the company will take no responsibility for shareholders who do not contact their CSDP or brokers timeously.

I/We _____ (name in BLOCK LETTERS)

Of _____ (address in BLOCK LETTERS)

Being the holders of _____ ordinary shares in the capital of the company,
do hereby appoint:

of _____

or failing him/her _____

or _____

or _____

or failing him/her, the chairman of the Annual General Meeting as my/our proxy to represent me/us at the Annual General Meeting to be held at Gallagher Convention Centre, Gallagher Grill, 19 Richards Drive, Midrand on Wednesday, 26 August 2015 at 09:00 or at any adjournment thereof, for purposes of considering and if deemed fit, passing with or without modification, the resolutions to be proposed thereat and at each adjournment, as follows:

Resolution

Ordinary resolutions

Ordinary resolution number 1: Election of Mr G Dempster as a director

Ordinary resolution number 2: Election of Ms T Dinga as a director

Ordinary resolution number 3: Election of Ms N Ntshingila as a director

Ordinary resolution number 4: Election of Mr R Tomlinson as a director

Ordinary resolution number 5: Re-election of Ms S Botha as a director

Ordinary resolution number 6: Re-election of Ms K Kweyama as a director

Ordinary resolution number 7: Re-election of Ms F Petersen-Lurie as a director

Ordinary resolution number 8: Re-election of Mr L von Zeuner as a director

Ordinary resolution number 9: Election of Mr I Kgaboesele as a member of the audit committee

Ordinary resolution number 10: Election of Ms K Mzondeki as a member of the audit committee

Ordinary resolution number 11: Election of Mr L von Zeuner as a member of the audit committee

Ordinary resolution number 12: Election of Ms T Dinga as a member of the audit committee

Ordinary resolution number 13: Election of Mr R Tomlinson as a member of the audit committee

Ordinary resolution number 14: Re-appointment of Ernst & Young as auditors of the company

Ordinary resolution number 15: General authority for directors to allot and/or grant options over ordinary shares

Endorsement of the remuneration policy

Special resolutions

Special resolution number 1: Repurchase of shares

Special resolution number 2: Authority to directors to issue equity securities for cash

Special resolution number 3: Determination and approval of the remuneration of non-executive directors

Special resolution number 4: Financial assistance to subsidiaries and other related entities or inter-related entities and to directors and prescribed officers and other persons who may participate in the Telkom SA SOC Limited Employee Forfeitable Share Plan

For

Against

Abstain

and generally to act as my/our proxy at the said Annual General Meeting.

(Please indicate with an "x", in the applicable spaces, how you wish your votes to be cast.)

[Please read the notes below.](#)

Unless otherwise directed the proxy will vote as he/she thinks fit.

Signed at _____ this _____ day of _____ 2015

Signature of shareholder _____ assisted by (where applicable) _____

Notes to proxy:

- 1 A certificated shareholder and an "own name" registered dematerialised shareholder may insert the name of a proxy or the names of proxies of the certificated shareholder's/ "own name" registered dematerialised shareholder's choice in the space provided, with or without deleting the chairman of the Annual General Meeting. The person whose name stands first on the form of proxy and who is present at the Annual General Meeting shall be entitled to act as proxy to the exclusion of the persons whose names follow.
- 2 Instructions to the proxy have to be indicated by the insertion of the relevant number of votes exercisable in the appropriate box provided. Failure to comply with this shall be deemed to authorise the chairman of the Annual General Meeting, if the chairman is the authorised proxy, to vote in favour of the resolutions at the Annual General Meeting or the appointed proxy to vote or to abstain from voting at the Annual General Meeting, as he/she deems fit in respect of all the appointer's votes exercisable thereat, or the appointed proxy to vote or to abstain from voting at the Annual General Meeting, as he/she deems fit in respect of all the appointer's votes exercisable by that proxy.
- 3 The total number of votes for or against the resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the person entitled to vote granting the proxy is entitled.
- 4 Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity has to

be attached to this form of proxy, unless previously recorded by the transfer secretaries or waived by the chairman of the Annual General Meeting.

- 5 The chairman of the Annual General Meeting may reject or accept any form of proxy that is completed and/or received, other than in compliance with these notes.
- 6 Any alterations or corrections to this form of proxy shall be initialled by the signatory (ies).
- 7 The completion and lodging of this form of proxy shall not preclude the relevant person entitled to vote from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such person wish to do so.
- 8 Where there are joint holders of shares:
 - a. any one holder may sign this form of proxy; and
 - b. 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.
- 9 A minor must be assisted by his/her parent or legal guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
- 10 A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.

It is requested that forms of proxy be lodged with or posted to the transfer secretaries, Computershare Investor Services Proprietary Limited, 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown 2107) to be received by no later than 09:00 on Monday, 24 August 2015. If forms of proxy are not received by the transfer secretaries by the relevant time, they will nevertheless be entitled to be lodged immediately prior to the commencement of the Annual General Meeting in accordance with the instructions therein, with the chairperson of the Annual General Meeting (and are requested to be so lodged at least by 08:30, which is 30 minutes prior to the time appointed for commencement of the Annual General Meeting).

South African transfer secretaries
Computershare Investor Services Proprietary Limited
Ground Floor, 70 Marshall Street
Johannesburg, South Africa, 2001
(PO Box 61051, Marshalltown 2107)

Telkom registered office
61 Oak Avenue
Highveld
Centurion 0157
(Private Bag X881, Pretoria 0001)

Chairman of the Annual General Meeting