

Client Ref:

REPUBLIC OF SOUTH AFRICA  
COMPANIES ACT, 1973

Form CM 26

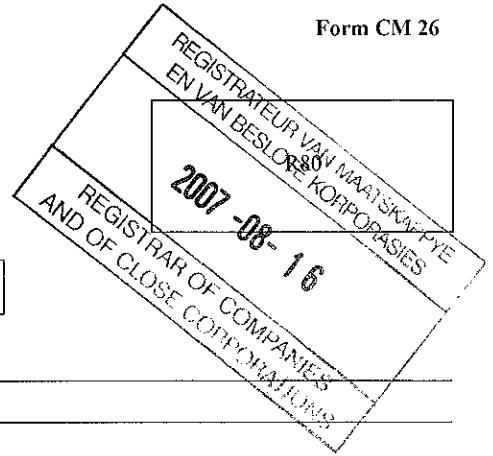
**Special resolution**

(Section 200)

(To be lodged in duplicate)

Registration No. Of Company

1991/005476/06



Name of company Telkom SA Limited

Date notice given to members 22 September 2006

Date resolution passed 20 October 2006

Special resolution passed in terms of section 62 of the Act/\*paragraph \_\_\_\_\_ of the memorandum/\* article \_\_\_\_\_ of the articles.

Copy of notice convening meeting attached.

~~Consent to waive period of notice of meeting (CM 25) attached/\*not attached.~~

**CONTENTS OF RESOLUTION**  
(Use reverse side if necessary)

**RESOLVED:**

See Annexure

*Rubber stamp of company, if any, or of secretaries.*

Date 01 June 2007

Signature

Director/Secretary/Manager

Name (in block capitals) SF Linford

\* Delete whichever not applicable.

To be completed by company

Herewith copy of special resolution as registered.

Registration No. of Company

1991/005476/06

Name of Company: Telkom SA Limited

Attention: Ms Linford

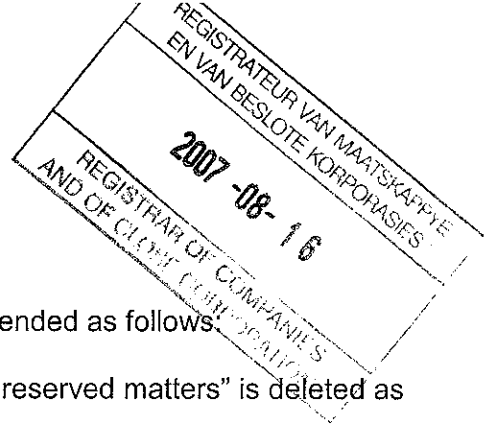
Postal address: Private Bag X881

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## ANNEXURE TO CM 26



### RESOLVED THAT:

The Company's Articles of Association be and are hereby amended as follows:

1. In article 1.1.1.9, in line 2, the words "and the Class B reserved matters" is deleted as the Class B reserved matters have ceased to exist.
2. Article 1.1.1.19 is deleted as the provisions thereof have become obsolete.
3. Article 1.1.1.21 is deleted as the Class B reserved matters have ceased to exist.
4. Article 1.1.1.24 is deleted as the provisions thereof have become obsolete.
5. Article 1.1.1.25 is deleted as the provisions thereof have become obsolete.
6. In article 1.1.1.34 the definition of "HRRC" is deleted and replaced with the following: "HRRRC" means the Human Resources Review and Remuneration Committee of the Board, established in accordance with the provisions of article 38;"
7. In article 1.1.1.41 the definition of "management structure" is deleted and replaced with the following to reflect the current management structure, namely:  
  
"management structure" means the senior members of the company's management from time to time, from the level of a managing executive or group executive or its equivalent and higher, including all executive directors, as determined by the board from time to time as a board reserved matter;"
8. In article 1.1.1.46 the definition of "operating committee" is deleted as this committee no longer exists.
9. In article 1.1.1.57 the definition of "strategic services agreement" is deleted as such agreement no longer exists.
10. Article 1.2 is amended in line 1 to delete the reference to clause 26 and to insert the word "and" between the numbers "24" and "25", as clause 26 is deleted herein.
11. Article 21.1 is amended to read as follows:  
  
"Subject to the provisions of the Act, the number of directors shall not be less than 8 (eight) and not more than 11 (eleven)".
12. Article 24.1.3 is deleted as the provisions thereof have become obsolete.
13. Article 24.2 is deleted as the provisions thereof have become obsolete.
14. Article 26 entitled "Class B reserved matters" and the sub articles numbered 26.1, 26.2, 26.3 and 26.4 are deleted as the provisions thereof have become obsolete.
15. Article 27 is amended in line 1 to delete the reference to article 26 as article 26 is deleted herein; in line 4 the word "applicable" is deleted as only one significant shareholder exists.

16. Article 28 is amended as follows to reflect that the Class B Shareholder is not a significant shareholder, namely:
  - a. in article 28.1, line 1 the words "or the Class B shareholder" is deleted;
  - b. in article 28.1.1 in line 3 the words "other than, in relation to the Class B Shareholder, Vodacom," are deleted;
  - c. in article 28.1.1 in line 9 the words "and the Class B Shareholder together" are deleted;
  - d. in article 28.1.2, in line 3 the words "or the Class B director as the case may be" are deleted;
  - e. articles 28.3, 28.4 and 28.5 are deleted; and
  - f. article 28.6 is amended by deleting in line 2 the reference to article 28.5 and substituting same with a reference to article 28.2.
17. Article 33 is amended as follows to reflect that the Class B Shareholder is not a significant shareholder, namely:
  - a. in article 33.2 in line 5, the word "either" is deleted and in lines 5 and 6 the words "or the Class B Shareholder, respectively", is deleted;
  - b. in line 9 the words "each such significant shareholder" is deleted and substituted with the words "the Class A Shareholder";
  - c. in line 10 the word "any" is deleted and substituted with the word "a"; and
  - d. in article 33.5 the semi-colon and the following sentence are deleted in lines 8 and 9 namely "and for as long as the Class B Shareholder is a significant shareholder, the quorum shall include 1 (one) Class B director".
18. Article 34 is amended by the deletion in line 6 of the words "remuneration committee" and the substitution thereof of the words "HRRRC" to reflect that the remuneration committee forms part of the HRRRC.
19. In article 37 the second sentence beginning in line 3 is deleted and substituted with the following:

"No person may serve at the same time as both the CEO and the chairperson of the board unless otherwise determined by the approval of the Class A Shareholder for so long as it remains a significant shareholder; provided that any such approval of the Class A Shareholder may not be given so as to permit a dual appointment in those two capacities for a period of more than 12 (twelve) months."
20. Article 38 is amended as follows:
  - 20.1 the heading "Human Resources Review Committee" is deleted and substituted with the following:

"HUMAN RESOURCES REVIEW AND REMUNERATION COMMITTEE";

- 20.2 all references in article 38 to “HRRC” is deleted and substituted with a reference to “HRRRC”;
- 20.3 article 38.1.1 is deleted and substituted with the following:  
“The board shall establish and maintain, the HRRRC consisting of the chairperson of the board, the CEO, the COO, the GE/HR and at least 3 (three) non-executive directors. The HRRRC shall also include the head of training (being the most senior executive responsible for training) as an ex officio non voting member. The non-executive directors shall be appointed to the HRRRC by the board. All members of the HRRRC shall be entitled to vote on HRRRC matters (excluding the head of training). A non-executive director, appointed by the meeting, shall chair the meeting”;
- 20.4 articles 38.1.3 and 38.1.4 are deleted as the provisions thereof have become obsolete;
- 20.5 article 38.2 is amended by deleting the provision thereof from and including the third sentence in line 5 beginning with the word “Notwithstanding....”;
- 20.6 a new article 38.3.3 is inserted to read as follows:  
“review the terms upon which the executive directors and the senior managers of the company are employed and remunerated and upon which non-executive and ordinary directors are remunerated and make recommendations to the board.”
21. in article 39.2 the following amendments are made to reflect that the Class B Shareholder is no longer a significant shareholder, namely:
- 21.1 in line 1 the word “either” is deleted;
- 21.2 in line 1 the words “or the Class B Shareholder” is deleted; and
- 21.3 in line 1 the word “each” is deleted.
22. Article 39.5 is deleted as the provisions thereof have become obsolete.
23. Article 40 titled “CLASS B AUDIT RIGHTS” is deleted as the Class B Shareholder is no longer a significant shareholder.
24. Article 43 is deleted since no legislation was enacted to sanction the provisions of article 43 as required in terms of article 43.19.
25. Article 44 is deleted as the Class B Shareholder is no longer a significant shareholder.
26. In article 45 the reference to article 26 is deleted in clause 45.1, in the unnumbered portion of article 45.1 and in article 45.2 as article 26 is deleted herein. The word “articles” are to be changed to “article” in each instance;
27. In article 50 the references in line 1 to “operating committee member” and “alternate operating committee member” are deleted and substituted with a reference to “executive committee member” and “alternate executive committee member”, respectively.