

Agent Code: 005476

Client Ref:

REPUBLIC OF SOUTH AFRICA
COMPANIES ACT, 1973

Form CM 26

Special resolution
(Section 200)
(To be lodged in duplicate)

R80

Registration No. Of Company

1991/005476/06

Name of company TELKOM SA LIMITED

Date notice given to members 19 AUGUST 2009

Date resolution passed 16 SEPTEMBER 2009



Special resolution passed in terms of section 62 & 85 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 ATTACHED ANNEXURE



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

Date 16 SEPTEMBER 2009

Signature 

Director/Secretary/Manager

Name (in block capitals) MMATHOTO LEPHADI

* Delete whichever not applicable.

To be completed by company

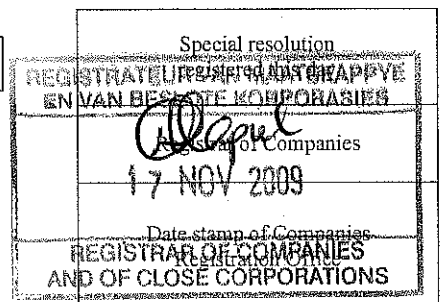
Herewith copy of special resolution as registered.

Registration No. of Company

1991/005476/06

Name of Company: TELKOM SA LIMITED

Postal address: TO BE COLLECTED



ANNEXURE TO CM 26

Special resolution number 1

"It is resolved that the company's articles of association be and are hereby amended as follows –

1. In article 1.1.1.58 in line 4 the words "and the company's subsidiaries expressly include Vodacom and its subsidiaries" are deleted
2. Article 1.1.1.66 is deleted.

Special resolution number 2

"RESOLVED THAT the directors of the company be and are hereby authorised to approve the purchase by the company, or by any of its subsidiaries, of the company's ordinary shares subject to the provisions of the Companies Act, 1973, as amended, and the Listings Requirements of JSE Limited (JSE) provided that:

- a) the general authority granted to the directors shall be valid only until the company's next annual general meeting and shall not extend beyond 15 (fifteen) months from the date of this resolution;
- b) any general purchase by the company and/or any of its subsidiaries of the company's ordinary shares in issue shall not in aggregate in any one financial year exceed 20% (twenty percent) of the company's issued ordinary share capital at the time that the authority is granted;
- c) no acquisition may be made at a price more than 10% (ten percent) above the weighted average of the market value of the ordinary share for the 5 (five) business days immediately preceding the date of such acquisition;
- d) the repurchase of the ordinary shares are effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and the counter party (reported trades are prohibited);
- e) the company may only appoint one agent at any point in time to effect any repurchase(s) on the company's behalf;
- f) the company or its subsidiary may not repurchase ordinary shares during a prohibited period;
- g) the general authority may be varied or revoked by special resolution of the members prior to the next annual general meeting of the company; and
- h) should the company or any subsidiary cumulatively repurchase, redeem or cancel 3% (three percent) of the initial number of the company's ordinary shares in terms of this general authority and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter in terms of this general authority, and announcement shall be made in terms of the Listings Requirements of the JSE."