

FOR USE

by certificated and own name dematerialised shareholders only!

For use by certificated and "own name" registered shareholders of the Company ("shareholders") at the annual general meeting of shareholders of the Company to be held at the Everest Auditorium, Vox Telecom, Block B2, Rutherford Estate, 1 Scott Street, Waverley, on Thursday, 25 February 2010 ("the annual general meeting").

I/We (please print) _____

of (address) _____

being the holder/s of _____

ordinary shares in the company, appoint (see note 1):

1. _____
_____ or failing him/her,
2. _____
_____ or failing him/her,
3. _____
_____ the chairperson of the annual general meeting,

as my/our proxy to act for me/us and on my/our behalf at the annual general meeting which will be held for the purpose of considering, and if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	For	Against	Abstain
Ordinary Resolution Number 1 – Annual Financial Statements			
Ordinary Resolution Number 2 – Director appointment – V Cuba			
Ordinary Resolution Number 3 – Director appointment – D Wallace			
Ordinary Resolution Number 4 – Director appointment – E Röth			
Ordinary Resolution Number 5 – Director retirement for election - AP van Marken			
Ordinary Resolution Number 6 – Director retirement for election - CM von Holdt			
Ordinary Resolution Number 7 – Director retirement for election - RT Dalais			
Ordinary Resolution Number 8 – Director retirement for election - Dr NN Gwagwa			
Ordinary Resolution Number 9 – Auditors' re-appointment and remuneration			
Ordinary Resolution Number 10 – Directors' remuneration			
Ordinary Resolution Number 11 – Grant authority to directors and/or company secretary to implement the resolutions			
Special Resolution Number 1 – General authority to repurchase shares			

Signed at _____ on _____ 2010

Signature _____

Assisted by me (where applicable) _____

Name _____

Capacity _____

Signature _____

1. CERTIFICATED SHAREHOLDERS AND DEMATERIALISED SHAREHOLDERS WITH "OWN NAME" REGISTRATIONS

If you are a certificated shareholder or have dematerialised your shares with "own name" registration and you are unable to attend the annual general meeting of Vox Telecom shareholders at the Everest Auditorium, Vox Telecom, Block B2, Rutherford Estate, 1 Scott Street, Waverley, on Thursday, 25 February 2010 and wish to be represented thereat, you should complete and return this form of proxy in accordance with the instructions contained herein and lodge it with, or post it to, the transfer secretaries, namely Computershare Investor Services 2004 (Proprietary) Limited of 70 Marshall Street, Johannesburg, 2001 or PO Box 61051, Marshalltown, 2000 so as to be received by them no later than 10h00 on Monday, 22 February 2010.



2. DEMATERIALISED SHAREHOLDERS OTHER THAN THOSE WITH "OWN NAME" REGISTRATION

If you hold dematerialised shares in Vox Telecom through a CSDP or broker other than with an "own name" registration, you must timeously advise your CSDP or broker of your intention to attend and vote at the annual general meeting in order for your CSDP or broker to provide you with the necessary authorisation to do so, or should you not wish to attend the annual general meeting in person, you must timeously provide your CSDP or broker with your voting instruction in order for the CSDP or broker to vote in accordance with your instruction at the annual general meeting.

NOTES

1. Each member is entitled to appoint one or more proxies (who need not be a member of the company) to attend, speak and, on a poll, vote in place of that member at the annual general meeting.
2. A member may insert the name of a proxy or the names of two alternative proxies of the member'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 will be entitled to act as proxy to the exclusion of those whose names follow.
3. A member's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that member in the appropriate box provided. Failure to comply with the above will be deemed to authorise the chairperson of the annual general meeting, if he/she is the authorised proxy, to vote in favour of the ordinary resolutions at the annual general meeting, or any other proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit, in respect of all the member's votes exercisable thereat.
4. A member or his/her proxy is not obliged to vote in respect of all the ordinary shares held or represented by him/her but 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 member holder or his/her proxy is entitled.
5. Forms of proxy must be lodged with the transfer secretaries of the Company by not later than 10h00 on Monday, 22 February 2010.
6. The completion and lodging of this form of proxy will not preclude the relevant member 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 member wish to do so.
7. Any alterations or corrections to this form of proxy must be initialed by the signatory/ies.
8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's transfer office or waived by the chairperson of the annual general meeting.
9. The chairperson of the annual general meeting may reject or accept any proxy form which is completed and/or received other than in accordance with these instructions and notes, provided that he/she is satisfied as to the manner in which a member wishes to vote.

POSTAGE WILL
BE PAID BY
THE ADDRESSEE

NO POSTAGE
NECESSARY IF POSTED
IN SOUTH AFRICA

BUSINESS REPLY SERVICE
LICENCE NO: JHZ - 1791

**VOX TELECOM
RIVONIA
2128**

**Vox
Illustrated**

**FORM OF
PROXY**

**FOR USE
by certificated
and own name
dematerialised
shareholders only!**