

Sandi Linford

Full names	Sandra Felicity Linford
Date of birth	3 March 1961
Age	56
Health	Good
Marital status	Single
Education	Brettonwood High School 1974 – 1978 Natal Technikon 1979 – 1980 University of Cape Town – Graduate School of Business – Management Development Programme – February 1995
Summary of qualifications	Matriculated 1978 PMD (Cape Town) Diploma HR Management
Awards received	Standard 10 subject prize for Accounting Southern Africa prize for Company Law – May 1983
Professional memberships	Fellow Member of the South African Institute of Chartered Secretaries & Administrators)
Professional experience	December 2008 – current Vodacom Group Limited - Assisted with the listing of Vodacom – co-ordinated the preparation of its prelisting statement and prepared the Vodacom senior team for listing – training and education as to what it means to be listed;

- set up the Secretarial department, managing, training and developing the Secretarial team;
- maintenance of statutory administration;
- act as compliance officer in respect of the Listings Requirements of the JSE Limited;
- assists directors with their ongoing education in terms of their duties and responsibilities;
- developed an induction programme for directors;
- assists with corporate actions (documentation) and liaison between sponsor, JSE, TRP and corporate advisors;
- updates the directorate and other senior executives in terms of corporate law and developments including but not limited to other legislation where appropriate;
- provides the group with guidance and support, together with formulating policy in terms of the group's governance practices;
- liaison with shareholders and assist with their queries and requests;
- co-ordinates the preparation for board meetings, committee meetings, shareholder meetings, strategy sessions and briefs the Chairman with procedures – provides board meeting management and takes minutes;
- assists with the publication of results announcements, annual report (now integrated report) and interim report;
- reviews presentations and material prepared by investor relations and corporate communications;
- drafts all sens announcements;
- provides guidance and leadership with the set up of a share scheme now that Vodacom is listed and manages the administration of the share scheme;
- implemented a share dealing policy and provides ongoing education with insider trading legislation;

- prepared a gap analysis to align Vodacom with King IV and co-ordinated the training of all teams to migrate from King III to King IV;
- harmonised the founding documents of Vodacom's SA subsidiaries with the new Companies Act;
- member of the international working group – Vodafone Corporate Secretariat.
- Ethics portfolio (September 2013) and is responsible for a team which provides oversight, policy making, guidance and support around “doing the right thing” in all of Vodacom's operations (South Africa and International). This requires close working relations with the risk & compliance teams both at Vodacom and Vodafone to ensure consistency with application of laws, governance and best practice.

June 2007 to November 2008

Telkom SA Limited

- set up of Secretarial department, training and development of the Secretarial team;
- maintenance of the statutory administration;
- act as compliance officer in respect of the Listings Requirements of the JSE Limited/NYSE;
- assisted directors with their ongoing education in terms of their duties and responsibilities;
- developed an induction programme for new directors;
- assisted with corporate actions (documentation) and liaison between sponsor, JSE, SRP and corporate advisors;
- updated directorate and other senior executives in terms of corporate law and developments including but not limited to other legislation where appropriate;
- provided the group with guidance and support, together with formulating policy in terms of the group's governance practices;
- liaison with shareholders and assist with their queries and requests;

- as part of a team, the submission of the 20F to the SEC (USA));
- co-ordinated the preparation for board meetings, committee meetings, shareholder meetings, strategy sessions and briefed the Chairman with procedures;
- Drafted announcements for publication on sens.

January 2007 to May 2007

Consultant

FCB South Africa – assisted their clients with investor relations, reviewed brand strategy (shareholders versus consumer in the financial sector), drafted chairmen and CEO reports for various annual reports.

Telkom SA Limited – assisted the former company secretary with formulation of committees, mandates and board procedures.

November 2004 – November 2006

Murray & Roberts Holdings Limited

- was responsible for the statutory administration and secretarial affairs of some 500 companies locally.
- maintained a monitoring brief in terms of the offshore structure where companies are situated in the United Kingdom, Canada, Middle East and Australia.
- acted as compliance officer in respect of the Listings Requirements of the JSE Limited.
- assisted directors with their ongoing education in terms of their duties and responsibilities.
- developed an induction programme for new directors;
- developed an intellectual property portfolio.
- assisted with the investor relations programme – shareholders' analysis, results announcements and presentations to the investment community.
- assisted with the production of the annual report and interim report.

- assisted with corporate actions (documentation) and liaison between sponsor, JSE, SRP and corporate advisors.
- responsible for the transfer secretaries, share allotments, share transfers and share register.
- special resolutions and all returns to the Companies Office.
- updated directorate and other senior executives in terms of corporate law and developments including but not limited to other legislation where appropriate.
- provided the group with guidance and support, together with formulating policy in terms of the group's governance practices.
- responsible for the administration of the group's share scheme.
- liaised with shareholders and assist with their queries and requests.
- board meeting management and minutes.
- acted as information officer in terms of the Promotion and Access to Information Act.
- managed the M&R child welfare fund.

March 1992 to October 2004

Allied Electronics Corporation Limited ("Altron")

Joined the Altron group in March 1992 as the company secretary of Power Technologies Limited, a listed sub-holding subsidiary of Altron at the time. Was promoted to Group Secretary in May 1994.

- Had overall responsibility for the secretarial affairs of a portfolio in excess of 200 companies, 3 of which were listed.
- Directly supervised a staff compliment of 5 and indirectly supervised the company secretaries of listed sub-holding companies (total team of 14).

- Acted as compliance officer in respect of the Companies Act and JSE Listings Requirements.
- Co-ordinated the preparation for board meetings, committee meetings, shareholder meetings, strategy sessions and briefed the Chairman with procedures.
- Had overall responsibility for the compilation of 3 annual reports, interim reports and preliminary results announcements.
- Reviewed and co-ordinated the publication of all announcements on SENS and in the Press.
- Monitored the trading performance of the group's listed shares and disseminated information to all concerned in regard to significant movements in trading.
- Dealt with shareholder enquiries and instructed the transfer secretaries as well as negotiated their fees each year.
- Was a member of the due diligence team in respect of major acquisitions.
- Assisted the corporate finance director in regard to liaison with merchant / investment bankers, and the drafting of circulars and announcements.
- Was the custodian of all the group's major contracts and agreements.
- Had overall responsibility for the administration of group's intellectual portfolio and liaison with the trademark and patent attorneys.
- Was the custodian of the group's banking and performance guarantees and ensured that limits of authority were adhered to.
- Assisted the CEO and CFO in respect of project work from time to time.
- Had overall responsibility for the administration of 7 share schemes.
- Was required to build relationships with sponsors, stockbrokers, analysts, attorneys, JSE and Registrar of Companies.

- Acted as human resources manager to head office (75 staff).
- Was responsible for group policy and was required to monitor the efficiency of the policies and procedures.
- Responsible for the administration of the executive payroll.
- Managed the head office bursary scheme.
- Assisted with the training and development of management trainees.
- Had overall responsibility for the adoption of best practice in terms of corporate governance – was required to regularly assess developments worldwide and monitor group compliance.
- Was the administrator to the Young Presidents' Club.
- Co-ordinated an HR Forum for the development and constant review of employee benefits.

Other notable achievements while at Altron:

- assisted with the preparation of the group's submission in respect of comments in regard to the JSE's consultative draft of its listings rules in September 1994 and July 2002.
- assisted with the preparation of the group's submission in regard to whether or not the recommendations of the King Code should form part of the JSE Listings Requirements.
- prepared an affirmative action programme in respect of three secretarial trainees;
- had sole responsibility for the unbundling and delisting of Ventron (a pyramid company) in September 2000.
- supervised a complete re-write of the group's policies in March 2000 (this involved the co-ordination of some 17 people who assisted with the drafting).
- was nominated three times for the CEO's award for distinguished service – did win the award when

nominated for the first time in 1996. Was nominated again in 2001 and 2003.

- was the project manager for the collation of information in respect of transformation (BEE, Employment Equity, Skills Development and affirmative procurement).
- was nominated as an Altron Young President in 1995 and was elected twice as the Chairman of this prestigious club.
- was elected as an employee representative trustee on the pension fund.
- was nominated as an employer representative trustee on the medical aid scheme.
- served as Chairman on an employment equity committee and ordinary member on the skills development committee.
- was honoured and privileged to mentor and develop a management trainee.

February 1988 to February 1992

Frame Group Holdings Limited

Joined the Frame group in February 1988 as the assistant group secretary and was promoted to group secretary in July 1989.

Administered the secretarial affairs of a portfolio of 35 companies, two of which were listed. Maintained the group's intellectual property portfolio – this was a very active portfolio which became quite intense at times due to defending trademarks within the fashion and clothing industry. Administered the group's property portfolio and liaised with the conveyancers. Assisted with production of results announcements and annual report. Dealt with the JSE and the group's compliance in terms of the listings requirements. Assisted the Chairman (ME King) with the development of corporate governance practices. Implemented a VAT training programme when VAT was introduced.

Was also appointed Principal Officer of the pension and provident funds – liaised with the administrators, investment managers, trade union and convened meetings and took minutes thereof.

June 1982 to January 1988

Oilseeds Board

Joined the Oilseeds Board in June 1981 after leaving college as a shipping officer – operations. Key function areas were the planning and co-ordination of the loading of containers of export groundnuts together with liaison with shipping agents.

Interests

Reading

Outdoors – we live in a beautiful country!!

Travelling (Visited Europe, Eastern Europe, United States, Singapore, Botswana, Peru, Bolivia, Argentina, Brazil, Australia, Egypt, Russia, New Zealand, China, Hong Kong, Alaska and the Canadian Rockies and more recently Cambodia and Vietnam).