

Vodacom Group Limited
(Incorporated in the Republic of South Africa)
Registration number: 1993/005461/06
(ISIN: ZAE000132577 Share Code: VOD)
(ISIN: ZAG000106063 JSE Code: VOD008)
("the company")

CHANGE IN DIRECTORATE, NO CHANGE STATEMENT AND NOTICE OF ANNUAL GENERAL MEETING

In accordance with paragraph 3.59 (a) and (b) of the JSE Listings Requirements, shareholders are advised that following her appointment as CEO of Royal Bafokeng Holdings, Ms Albertinah Kekana can no longer be considered as an independent director and will step down from the Board with effect from the conclusion of the 18th annual general meeting to be held on Thursday 18 July 2013. The Board has nominated Ms Yolanda Cuba (BComm (Statistics), BComm, Honours (Accounting), CA (SA) to replace her. Yolanda's nomination to the Board as an independent non-executive director will be put to shareholders for approval at the 18th annual general meeting. She will also serve on Vodacom Group's Audit, Risk & Compliance Committee.

Yolanda is the executive director: strategy & business support at South African Breweries Limited ("SAB"), a position she has held since February 2012. She joined SAB in September 2011 as executive director: development and decision support. Prior to joining SAB she was the Group CEO of Mvelaphanda Holdings. Yolanda joined Mvelaphanda in 2003 in the corporate finance division and became the Group CEO in 2007. She was recognised as the Top Empowered Business Woman of the Year in 2006 by "Top Companies" and was awarded a Youth Excellence award in 2007 by the Black Management Forum. Yolanda was also selected as one of the Young Global Leaders in 2008, an initiative by the World Economic Forum. She was named as one of the "20 Youngest Power Women in Africa" by Forbes Magazine in 2011. Yolanda also serves on a number of boards including Absa Group Limited and Steinhoff International Limited.

Mr Peter Moyo, Chairman of Vodacom Group, thanked Albertinah for her valuable contribution to the Board. He stated that he welcomed the appointment of Yolanda and was looking forward to her contribution on the Board.

Shareholders are advised that the integrated report for the year ended 31 March 2013 was posted to shareholders today and contains no material changes to the reviewed preliminary results that were announced on SENS on Monday 20 May 2013.

The annual consolidated financial statements were audited by Deloitte & Touche and their unqualified audit report is available for inspection at the company's registered office. The integrated report and audited consolidated annual financial statements for the year ended 31 March 2013 are available at www.vodacom.com.

The integrated report incorporates a notice of annual general meeting, which meeting will be held at Vodacom World, 082 Vodacom Boulevard, Midrand, Johannesburg, South Africa on Thursday 18 July 2013 at 11:00 (SA time).

Midrand

18 June 2013

Sponsor: UBS South Africa (Pty) Limited

Debt Sponsor: Absa Capital (acting through its Corporate & Investment Banking Division)