

Vodacom Group Limited

(Incorporated in the Republic of South Africa)

(Registration number: 1993/005461/06)

(ISIN: ZAE000132577 Share Code: VOD)

(ISIN: US92858D2009 ADR Code: VDMCY)

("Vodacom")

#### NEOTEL VOLUNTARY ANNOUNCEMENT

Shareholders are referred to the announcement on 2 July 2015 in terms of which an update was provided on the regulatory approvals required for the proposed acquisition by Vodacom (Pty) Limited ("Vodacom South Africa") of 100% of the issued share capital of, and shareholder loan claims against, Neotel (Pty) Limited ("Neotel") (the "Transaction").

Shareholders are advised that Vodacom South Africa is in discussions with Neotel and the shareholders of Neotel to explore a revised Transaction structure. The outcome of these discussions will directly impact the extent of the approval being sought from the Competition Tribunal and the scope of the Competition Tribunal hearing. Accordingly, Vodacom South Africa and Neotel have requested that the hearing be postponed. The details applicable to the postponement are to be determined at Competition Tribunal hearing in Pretoria today. Shareholders will be advised accordingly of the outcome.

The Transaction is not a categorised transaction in terms of the JSE Listings Requirements.

Midrand

23 November 2015

Sponsor: UBS South Africa (Pty) Limited

ADR depository bank: Deutsche Bank Trust Company Americas