

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 UPDATE ANNOUNCEMENT

Shareholders of Vodacom are referred to the announcement on 8 December 2015 regarding the entering into of a modified transaction which contemplates Vodacom (Pty) Limited ("Vodacom South Africa") acquiring, inter alia, the majority of Neotel (Pty) Limited's ("Neotel") assets related to its fixed line business as a going concern, excluding, Neotel's licenses (spectrum, ECN, ECNS). Contemporaneously, Neotel will offer a roaming arrangement to all the mobile network operators including Vodacom South Africa (the "Roaming Offer") (collectively the "Restructured Transaction").

Transaction documentation relating to the Restructured Transaction was submitted to the Competition Tribunal ("Tribunal") on 7 December 2015. At a Tribunal pre-hearing held today it was agreed that, following the outcome of the Roaming Offer, Vodacom South Africa and Neotel will re-notify the details of the Restructured Transaction with the Competition Commission and that the matter will be dealt with expeditiously. Vodacom South Africa and Neotel have undertaken to do all things necessary to conclude the Restructured Transaction in the shortest time possible.

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

Midrand
10 December 2015

Sponsor: UBS South Africa (Pty) Limited
ADR depository bank: Deutsche Bank Trust Company Americas