

YeboYethu (RF) Limited

(Incorporated in the Republic of South Africa)

(Registration number 2008/014734/06)

(Share code: YYLBEE ISIN: ZAE000218483)

("YeboYethu" or "the company")

RESULTS OF ANNUAL GENERAL MEETING, RESULTS OF GENERAL MEETING AND WITHDRAWAL OF CAUTIONARY**1. Result of annual general meeting**

Shareholders are advised that at the tenth annual general meeting of YeboYethu on Friday 17 August 2018, the ordinary and special resolutions as set out in the notice of annual general meeting were passed by the requisite majorities. The number of shares present and outcome of the voting are set out as follows:

319 shareholders holding 14 807 879 ordinary shares were present in person or represented by proxy at the annual general meeting. This represented 56.12% of the issued ordinary shares.

Ordinary resolution number 1 – adoption of audited annual financial statements

Number of shares voted:	14 599 883	
Number of shares for:	14 599 535	100.00%
Number of shares against:	0	0.00%
Number of shares abstained:	348	0.00%

Ordinary resolution number 2 – re-election of Ms ZBM Bassa as a director

Number of shares voted:	14 600 403	
Number of shares for:	14 557 021	99.70%
Number of shares against:	148	0.00%
Number of shares abstained:	43 234	0.30%

Ordinary resolution number 3 – re-election of Ms AM Hall as a director

Number of shares voted:	14 800 303	
Number of shares for:	14 756 669	99.71%
Number of shares against:	400	0.00%
Number of shares abstained:	43 234	0.29%

Ordinary resolution number 4 – appointment of PricewaterhouseCoopers Inc. as auditors of the company

Number of shares voted:	14 800 680	
Number of shares for:	14 799 480	99.99%
Number of shares against:	900	0.01%
Number of shares abstained:	300	0.00%

Ordinary resolution number 5 – re-election of Mr S Sithole as member of the audit committee

Number of shares voted:	14 800 862	
Number of shares for:	14 757 238	99.71%
Number of shares against:	600	0.00%
Number of shares abstained:	43 024	0.29%

Ordinary resolution number 6 – re-election of Ms ZBM Bassa as member of the audit committee

Number of shares voted:	14 801 362	
Number of shares for:	14 757 480	99.71%
Number of shares against:	43 582	0.29%
Number of shares abstained:	300	0.00%

Ordinary resolution number 7 – re-election of Mr SM Radebe as member of the audit committee

Number of shares voted:	14 801 462	
Number of shares for:	14 758 080	99.71%
Number of shares against:	43 182	0.29%
Number of shares abstained:	200	0.00%

Special resolution number 1 – non-executive directors’ fees

Number of shares voted:	14 800 424	
Number of shares for:	14 798 204	99.98%
Number of shares against:	920	0.01%
Number of shares abstained:	1 300	0.01%

2. Result of general meeting

Shareholders are referred to the announcements released on SENS on Monday 11 June 2018, Wednesday 4 July 2018 and Wednesday 18 July 2018 and published in the South African press on Tuesday 12 June 2018, Thursday 5 July 2018 and 19 July 2018 respectively setting out details of the BEE transaction between Vodacom Group Limited (“**Vodacom Group**”) and YeboYethu (the “**BEE transaction**”), which announcements can be accessed on the YeboYethu website at www.yeboyethu.co.za (the “**previous announcements**”).

Shareholders are advised that at the general meeting of YeboYethu held today, Friday 17 August 2018, the ordinary and special resolutions as set out in the notice of general meeting were passed by the requisite majorities. The number of shares present and outcome of the voting are set out as follows:

466 shareholders holding 14 516 769 ordinary shares were present in person or represented by proxy. This represented 55.01% of the issued ordinary shares.

Ordinary resolution number 1 – approval of BEE transaction as category 1 transaction

Number of shares voted:	14 510 505	
Number of shares for:	14 509 905	100.00%
Number of shares against:	300	0.00%
Number of shares abstained:	300	0.00%

Ordinary resolution number 2 – approval of the YeboYethu specific issue for cash to Vodacom ESOP

Number of shares voted:	14 511 349	
Number of shares for:	14 510 301	100.00%
Number of shares against:	400	0.00%
Number of shares abstained:	648	0.00%

Special resolution number 1 – approval of the BEE transaction as a disposal by the company in terms of section 112 of the Act

Number of shares voted:	14 511 069	
Number of shares for:	14 510 121	100.00%
Number of shares against:	548	0.00%
Number of shares abstained:	400	0.00%

Special resolution number 2 – issue of shares of 30% or more of existing issued share capital

Number of shares voted:	14 511 069	
Number of shares for:	14 509 469	99.99%
Number of shares against:	1 000	0.01%
Number of shares abstained:	600	0.00%

Special resolution number 3 – conversion of YeboYethu ordinary shares from par value to no-par value

Number of shares voted:	14 511 929	
Number of shares for:	14 510 227	99.99%
Number of shares against:	768	0.00%
Number of shares abstained:	934	0.01%

Special resolution number 4 – creation of class A and B preference shares and additional ordinary shares

Number of shares voted:	14 510 829	
Number of shares for:	14 509 169	99.99%
Number of shares against:	700	0.00%
Number of shares abstained:	960	0.01%

Special resolution number 5 – adoption of new MOI

Number of shares voted:	14 511 481	
Number of shares for:	14 510 447	100.00%
Number of shares against:	534	0.00%
Number of shares abstained:	500	0.00%

Special resolution number 6 – financial assistance

Number of shares voted:	14 511 629	
Number of shares for:	14 510 581	100.00%
Number of shares against:	448	0.00%
Number of shares abstained:	600	0.00%

Ordinary resolution number 3 – general authority

Number of shares voted:	14 510 829	
Number of shares for:	14 509 729	100.00%
Number of shares against:	500	0.00%
Number of shares abstained:	600	0.00%

3. Remaining conditions precedent

The BEE transaction remains conditional upon:

- filing of an amendment to, and/or replacement of, Vodacom South Africa's memorandum of incorporation, in a form acceptable to YeboYethu and Vodacom Group, which includes those amendments required to give effect to the BEE transaction;
- filing of an amendment to, and/or replacement of, YeboYethu's memorandum of incorporation, in a form acceptable to Vodacom South Africa, YeboYethu and Vodacom Group, which includes those amendments required to give effect to the BEE transaction;
- the transaction agreements becoming unconditional in accordance with their terms;
- the funding agreements becoming unconditional in accordance with their terms; and
- the issue by the Takeover Regulation Panel of a compliance certificate with respect to the BEE transaction in terms of section 121(b) of the Companies Act.

4. Further announcement

A further announcement confirming the fulfilment of the remaining conditions precedent will be released on SENS in due course.

5. Withdrawal of cautionary

Further to the previous announcements and the subsequent approval by shareholders of the BEE transaction in the general meeting held earlier today (per paragraph 2 above), the cautionary is herewith withdrawn.

Midrand
17 August 2018

Transaction Sponsor: Absa Corporate and Investment Bank (a division of Absa Bank Limited)

Sponsor: UBS South Africa (Pty) Limited