

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 are referred to the announcement on 23 November 2015 regarding the postponement of the Competition Tribunal hearings relating to the acquisition of Neotel Proprietary Limited ("Neotel") ("the Transaction"). Vodacom (Pty) Limited ("Vodacom South Africa") and Neotel undertook to inform the Competition Tribunal and intervening parties by 7 December 2015 if the Transaction will be continued in an amended form.

Shareholders are advised that agreement has been reached on a modified transaction in terms of which Vodacom South Africa will acquire *inter alia* the majority of Neotel's assets related to its fixed line business as a going concern, excluding, *inter alia*, Neotel's licenses (spectrum, ECN, ECNS). Contemporaneously, Neotel will offer a roaming arrangement to all the mobile network operators including Vodacom South Africa (collectively "the Restructured Transaction").

Accordingly, Vodacom South Africa and Neotel have submitted to the Competition Tribunal the signed transaction documentation in respect of the Restructured Transaction. The Competition Tribunal will consider the Restructured Transaction at a pre-hearing set down for the 10th December 2015. Shareholders will be advised accordingly of the outcome.

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

Midrand
8 December 2015

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