

YeboYethu (RF) Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2008/014734/06)
ISIN: ZAE000218483 Share code: YYLBEE
("YeboYethu" or the "company")

DECLARATION OF SPECIAL DIVIDEND

1. Introduction

Shareholders are referred to the various announcements released on SENS and the circular to shareholders dated 18 July 2018, containing full details of the BEE transaction between Vodacom Group Limited ("Vodacom") and YeboYethu (the "BEE transaction"), copies of which can be found on the YeboYethu website at <http://www.yeboyethu.co.za> (respectively the "previous announcements" and the "BEE circular").

As detailed in the previous announcements and the BEE circular, step 3 of the BEE transaction relates to the payment of a special dividend. The special dividend is subject to and contingent upon implementation of all of the steps set out in section 3 of the BEE circular.

Accordingly, the YeboYethu board of directors has resolved to pay a special dividend up to a maximum of R3 261 189 876 out of income reserves, which equates to 7300 cents per YeboYethu ordinary share.

2. Special dividend timetable

The following dates pertaining to the special dividend should be noted:

	2018
Declaration of special dividend	Wednesday 22 August
Finalisation date for the special dividend	Wednesday 29 August
Last day to trade in order to be eligible to receive the special dividend	Wednesday 5 September
YeboYethu ordinary shares trade ex-special dividend	Thursday 6 September
Special dividend record date	Monday 10 September
Special dividend payment date	Thursday 13 September

No dematerialisation or rematerialisation of share certificates will be allowed during the period Thursday 6 September 2018 to Monday 10 September 2018.

The dates in the table above are subject to change. Any changes will be communicated to shareholders via an announcement released on SENS.

3. Further information

This special dividend has been approved by the Financial Surveillance Department of the South African Reserve Bank.

The special dividend is a dividend defined in the Income Tax Act, 1962. In terms of the dividend tax amendments, which came into effect on 22 February 2017, the following additional information is disclosed -

- The local withholding tax rate on dividends is 20%; a net local dividend amount of 5840 cents per YeboYethu share is payable for shareholders liable to pay the dividend tax and 7300 cents per YeboYethu share for shareholders exempt from paying the dividend tax;
- The issued share capital of YeboYethu at declaration date is 14 395 300 ordinary shares. However, at the record date it is intended that 44 669 671 ordinary shares will be entitled to

dividends pursuant to the implementation of Step 2 as detailed in section 3 of the BEE circular.

- The income tax reference number of the company is 9087475175.

4. 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.

Midrand
22 August 2018

Transaction sponsor to YeboYethu

Absa Corporate and Investment Bank, a division of Absa Bank Limited