

Vodacom Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1993/005461/06)
(Share code: VOD ISIN: ZAE000132577)
(ADR code: VDMCY ISIN: US92858D2009)
("Vodacom Group" or "the company")

Result of general meeting

1. Introduction

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 Thursday 19 July 2018 respectively setting out details of the BEE transaction between Vodacom Group and YeboYethu (RF) Limited ("**YeboYethu**") (the "**BEE transaction**"), which announcements of can be accessed on the Vodacom Group website at www.vodacom.com (the "**previous announcements**").

2. Results of general meeting

Shareholders are advised that at the general meeting of Vodacom Group held today, Thursday 16 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:

60 shareholders holding 1 566 104 907 ordinary shares were present in person or represented by proxy at the general meeting. This represented 90.98% of the issued ordinary shares.

Ordinary resolution number 1 – approval for the specific issue of shares for cash

Number of shares voted:	1 559 883 521	
Number of shares for:	1 559 865 233	99.99%
Number shares against:	18 288	0.00%
Number shares abstained:	6 081 072	0.35%

Ordinary resolution number 2 – approval of the issue of the new Vodacom Group shares

Number of shares voted:	1 560 023 708	
Number of shares for:	1 560 004 679	99.99%
Number shares against:	19 029	0.00%
Number of shares abstained:	6 081 199	0.35%

Ordinary resolution number 3 – authority

Number of shares voted:	1 560 023 204	
Number of shares for:	1 560 005 674	99.99%
Number shares against:	26 800	0.00%
Number of shares abstained:	6 081 703	0.35%

Special resolution number 1 – financial assistance

Number of shares voted:	1 560 026 740	
Number of shares for:	1 559 999 940	99.99%
Number shares against:	26 800	0.00%
Number of shares abstained:	6 078 167	0.35%

3. Remaining conditions precedent

The BEE transaction remains conditional upon:

- the requisite majority of YeboYethu shareholders approving all the resolutions required to effect the BEE transaction;
- filing of an amendment to, and/or replacement of, Vodacom South Africa's memorandum of incorporation, in a form acceptable to YeboYethu and Vodacom, 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's, YeboYethu and Vodacom, which includes those amendments required to give effect to the BEE transaction;
- the transaction agreements becoming unconditional in accordance with their terms (save any specific transaction conditions (referred to below), and/or any conditions which relate to the implementation agreement becoming unconditional with its 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.

Midrand
16 August 2018

Transaction Sponsor: Rand Merchant Bank (a division of FirstRand Bank Limited)