

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")

CONCLUSION OF THE BEE TRANSACTION AND NOTIFICATION IN TERMS OF SECTION 122 OF THE COMPANIES ACT

1. Introduction

Shareholders are referred to the various announcements released on SENS and the circular to shareholders dated 16 July 2018, containing full details of the BEE transaction ("BEE transaction") between Vodacom and YeboYethu (RF) Limited ("YeboYethu"), copies of which can be found on the **Vodacom** website at www.vodacom.com (the "BEE circular").

Terms defined in the BEE circular will, unless otherwise indicated, have the same meaning in this announcement.

2. Fulfilment of conditions precedent

Shareholders are hereby advised that all conditions precedent to the BEE transaction, as detailed in the BEE circular have now been fulfilled or waived and the Takeover Regulation Panel ("TRP") compliance certificate had been issued to YeboYethu on 30 August 2018.

All of the transaction steps, as detailed in paragraph 3 of the BEE circular have been completed and, accordingly, the BEE transaction is concluded.

3. Acquisition of Vodacom securities

In accordance with section 122(3)(b) of the Companies Act, No. 71 of 2008 ("Companies Act") and section 3.83(b) of the JSE Limited Listings Requirements, shareholders are hereby advised that Vodacom has received formal notification that Yebo Yethu through YeboYethu Investment Company (RF) Proprietary Limited, in aggregate, acquired an interest in the ordinary shares of the company, such that the total interest in the ordinary shares of the company held by YeboYethu now amounts to 6.23% of the total issued ordinary shares of Vodacom.

As required in terms of Section 122 of the Companies Act, the required notices will be filed with the TRP.

4. Vodacom share capital

Following the issue of 114 451 180 new ordinary shares pursuant to the BEE transaction, Vodacom's issued share capital is now as follows:

		Rm
Authorised stated capital		
Ordinary shares of no par value	4 000 000 000	-
Issued share capital		
Ordinary shares of no par value	1 835 864 961	57 074
Less: Treasury shares	(136 675 883)	(16 425)

Midrand
14 September 2018

Sponsor
RAND MERCHANT BANK (A division of FirstRand Bank Limited)