

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 Wednesday 10 November 2021 and Friday 10 December 2021 and published in the South African press on Thursday 11 November 2021, respectively setting out details of Vodacom Group's acquisition of a 55% interest in Vodafone Egypt from Vodafone Plc (the "**transaction**"), which announcements 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, Tuesday 18 January 2022, 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:

43 shareholders holding 1 712 647 840 ordinary shares were present in person or represented by proxy at the general meeting. This represented 93% of the issued ordinary shares.

Ordinary resolution number 1 – approval for the proposed transaction

Number of shares voted:	601 553 249	
Number of shares for:	595 567 733	99.00%
Number shares against:	5 985 516	1.00%
Number shares abstained:	464 670	0%

It being noted that per the JSE Listing Requirements, Vodafone was not permitted to participate in the vote for Ordinary resolution number 1.

Ordinary resolution number 2 – approval of the issue of the consideration shares

Number of shares voted:	1 712 183 124	
Number of shares for:	1 705 063 636	99.58%
Number shares against:	7 199 488	0.42%
Number of shares abstained:	464 716	0%

Special resolution number 1 – granting authority to issue the consideration shares

Number of shares voted:	1 712 183 130	
Number of shares for:	1 705 063 682	99.58%
Number shares against:	7 119 448	0.42%
Number of shares abstained:	464 670	0%

3. Remaining conditions precedent

The transaction remains conditional upon:

- the JSE having approved a listing of the consideration shares on the JSE with effect from the effective date;
- Vodacom Group procuring approval of the National Telecom Regulatory Authority of Egypt (“NTRA”) for the transfer of the sale shares (i) from the sellers to Vodacom Group and (to the extent required by the NTRA) any other shares pursuant to the mandatory tender offer; and
- Vodacom Group obtaining
 - an exemption from the FRA from the applicability of a mandatory offer; or
 - in case a mandatory offer is required to be made, the preliminary approval by the FRA in relation to the mandatory offer

No competition approval is required in Egypt or South Africa with only a post-closing notification required in Egypt.

4. Further announcement

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

Midrand
18 January 2022

Transaction Sponsor: UBS South Africa (Proprietary) Limited & Vunani Sponsors Proprietary Limited