

Vodacom Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1993/005461/06)
Share code VOD ISIN ZAE000132577
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(**"Vodacom Group"**)

UPDATE ON THE ACQUISITION OF A 30% INTEREST IN MAZIV (VUMATEL AND DARK FIBRE AFRICA) THROUGH A CASH INVESTMENT AND CONTRIBUTION OF CERTAIN VODACOM GROUP ASSETS INTO MAZIV

Shareholders are referred to the announcements released on SENS on 10 November 2021, 15 May 2023 and 8 August 2023, setting out details of Vodacom Group's proposed acquisition of a co-controlling interest in all of the material assets owned by Community Investment Ventures Holdings (Pty) Limited (**"CIVH"**), including Vumatel (Pty) Limited and Dark Fibre Africa (Pty) Limited (the **"transaction"**). On completion of the transaction, Vodacom Group will hold a 30% equity interest in a newly formed entity (**"InfraCo"** renamed Maziv Proprietary Limited (**"Maziv"**)) that will house these assets, as well as certain fibre assets which Vodacom Group will contribute into Maziv. Vodacom Group also has an option to acquire an additional 10% stake in Maziv to increase its shareholding in Maziv to 40% (the **"option"**).

The transaction remains subject to the approval of the South African competition authorities. Conditional approval has also been granted by the Independent Communications Authority of South Africa.

As indicated in the announcement dated 8 August 2023, the Competition Commission recommended to the Competition Tribunal to prohibit the transaction. The transaction, which was classified by Vodacom Group as a Category 2 transaction in terms of the JSE Listings Requirements, is scheduled to be heard by the Competition Tribunal mid-2024 and the subsequent ruling will be provided within a period to be determined by the Competition Tribunal.

Consequently, shareholders are advised that the transacting parties have agreed to extend the longstop date of the transaction to 29 November 2024. Further to this, the option is exercisable by Vodacom Group within 6 weeks of fulfilment of the last Conditions Precedent.

No amendments have been made to the mechanism to determine the valuation of Maziv as contained in the SENS announcement dated 15 May 2023.

Shareholders are also referred to the Remgro announcement published on SENS today.

Midrand
28 November 2023

Sponsor: Nedbank Corporate and Investment Banking, a division of Nedbank Limited