

REMGRO LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 1968/006415/06)
JSE Share code: REM
ISIN: ZAE000026480
(**"Remgro"** or the **"Company"**)

AMENDMENT TO THE TERMS OF THE TRANSACTION BETWEEN CIVH AND VODACOM

1. Shareholders are referred to the announcement on SENS on 10 November 2021 and further updates on 15 May 2023 (Terms amendment), 10 August 2023 (Competition Commission prohibition), 26 November 2024 (Competition Tribunal prohibition), and a number of announcements extending the longstop dates of which the last was on 4 July 2025. These announcements (collectively the **"Terms Announcements"**) set out details of the transaction agreements (**"Transaction Agreements"**) concluded between Community Investment Ventures Holdings Proprietary Limited (**"CIVH"**) and Vodacom Proprietary Limited (**"Vodacom"**) regarding Vodacom's proposed acquisition of a 30% interest in a newly formed entity, subsequently incorporated as Maziv Proprietary Limited (**"Maziv"**), that would house all the material assets owned by CIVH, including Vumatel Proprietary Limited (**"Vumatel"**) and Dark Fibre Africa Proprietary Limited (**"DFA"**) (the **"Transaction"**).
2. Shareholders are reminded of the following ORIGINAL KEY TERMS of the Transaction:
 - 2.1. Vodacom will, through a combination of assets and cash, acquire up to 40% of the ordinary shares of a newly created wholly owned subsidiary (now Maziv) of CIVH.
 - 2.2. Maziv through its wholly owned subsidiary Vumatel will acquire Vodacom's FTTH assets (**"FTTH Assets"**) and, as consideration, Maziv will issue ordinary shares (**"Maziv Ordinary Shares"**) to Vodacom; and
 - 2.3. Maziv through its wholly owned subsidiary DFA will acquire certain additional identified assets from Vodacom, including Vodacom's fibre-to-the-business assets and metropolitan backhaul fibre, access and core transmission assets (**"Transfer Assets"**) and, as consideration, Maziv will issue Maziv Ordinary Shares to Vodacom.
 - 2.4. Subject to the fulfilment or, if applicable, waiver of various conditions precedent, the Transaction will be implemented through a number of inter-conditional transaction steps, including the following:
 - 2.4.1. Vodacom:
 - 2.4.1.1. will subscribe for Maziv Ordinary Shares, at a price per Maziv Ordinary Share determined in accordance with paragraph 2.5 below (**"Transaction Share Price"**), for an aggregate subscription consideration of R6.0 billion (the **"VC Subscription"**);
 - 2.4.1.2. will dispose of its FTTH Assets to Vumatel (**"FTTH Asset Sale"**) as per 2.2 above. The purchase consideration for the FTTH Assets (**"FTTH Purchase Price"**) will be calculated by applying an agreed formula, and it was estimated that the FTTH Purchase Price would be approximately R2.6 billion;
 - 2.4.1.3. will dispose of its Transfer Assets to DFA (**"Transfer Asset Sale"**) as per 2.3 above for a purchase consideration of approximately R1.6 billion (**"Transfer Asset Purchase Price"**); and
 - 2.4.1.4. will, to the extent necessary, acquire from CIVH such further number of Maziv Ordinary Shares as is required to increase Vodacom's shareholding in Maziv to 30%

of the Maziv Ordinary Shares, following implementation of the VC Subscription, the FTTH Asset Sale and the Transfer Asset Sale ("**VC Compulsory Top Up**").

2.4.2. Vodacom has the option, exercisable within 180 days of the date upon which the Transaction is implemented ("**Implementation Date**"), to acquire such number of shares in Maziv as will result in Vodacom holding up to 40% of the issued Maziv Ordinary Shares, following implementation of the VC Subscription, the FTTH Asset Sale, the Transfer Asset Sale and the VC Compulsory Top Up ("**VC Call Option**").

- 2.5. With regard to the Transaction Share Price, in the Terms Announcement dated 15 May 2023, shareholders were advised that amendments to the Transaction Agreements had been agreed which provided that the transaction equity value of the Maziv Group ("**Transaction Equity Value**") would be determined as of 31 March 2023 by applying the principles and formula set out in the original Terms Announcement, which effectively determined the Transaction Equity Value at the relevant valuation date by applying an agreed multiple to the Maziv EBITDA (earnings before, interest, tax, depreciation and amortisation) and deducting the Maziv borrowings. This valuation would be determined by Maziv and reviewed by its auditors. This valuation would also have been subject to certain adjustments detailed in the Terms Announcement of 15 May 2023 and the Transaction Agreements and would have escalated at an agreed rate from 31 March 2023 until the Implementation Date, which Implementation Date was subject to a longstop date of 30 November 2023, to determine the Transaction Share Price. The longstop date has since been extended multiple times to allow for negotiations of final amended Transaction Terms on which to conclude the transaction, subject to the outstanding regulatory approvals.
3. Shareholders are now advised that, further to the last Terms Announcement, the longstop date has been extended from 18 July 2025 to 30 September 2025. The Transaction remains subject to the approval of South African regulatory authorities. Should the South African competition authorities approve the Transaction by 30 September 2025, the longstop date will be extended to 30 November 2025, if required.
4. Shareholders are further advised that, further to the negotiations, certain amendments to the Transaction Agreements have been agreed by the parties. The material and relevant amendments to the Transaction Agreements are as follows:
- 4.1. With reference to paragraph 2.5, the parties have agreed a Transaction Equity Value of R36.0 billion (less agreed leakage, plus net equity value of any new assets acquired by the Maziv Group in exchange for an issue of Ordinary Shares between 1 April 2025 and the day which is 5 business days before the Transaction Implementation Date). The Transaction Equity Value includes 100% of DFA and Vumatel, and 49.96% of Hero Telecoms Proprietary Limited ("**Herotel**"), as well as smaller investments such as Vumacam and BritelinkMCT.
- 4.2. With reference to paragraph 2.4.1.1 above, the VC Subscription consideration is amended to R6.110 billion;
- 4.3. With reference to paragraphs 2.4.1.2 and 2.4.1.3 above, the parties have agreed that the aggregate of the **FTTH Purchase Price** and the **Transfer Asset Purchase Price** will be a fixed amount of R4.890 billion.
- 4.4. Shareholders are advised that, subject to regulatory approval, Maziv, through its wholly owned subsidiary Vumatel, will acquire the 49.93% interest in Herotel currently held by Herotel Communities (RF) Proprietary Limited from CIVH ("**Herotel Sale**") at the market valuation at the time of implementation, but not less than R2.75 billion ("**Herotel Purchase Price**").

4.5. The VC Call Option has been amended as follows:

- 4.5.1. the maximum number of Maziv Ordinary Shares that Vodacom can acquire in terms of the VC Call Option has been reduced such that, following the exercise of the VC Call Option Vodacom will own up to (but not more than) 34.95% of the issued Ordinary Shares;
 - 4.5.2. the price ("**Option Market Value**") payable by Vodacom for the VC Call Option Shares will be based on the market value of Maziv, provided that such value will not be less than R48.0 billion (less agreed leakage, plus net equity value of any new assets acquired by the Maziv Group in exchange for an issue of Ordinary Shares between 1 April 2025 and the day which is 5 business days before the Transaction Implementation Date). If the Herotel Sale becomes unconditional and is implemented before the VC Call Option is implemented, the Maziv market value will be increased by an amount equal to the Herotel Purchase Price. The R48.0 billion floor price for the Option Market Value is arrived at as the aggregate of the Transaction Equity Value (R36bn), increased by an agreed premium of R1bn, plus the FTTH Purchase Price and the Transfer Asset Purchase Price (R4.890 billion), plus the VC Subscription (R6.110 billion);
 - 4.5.3. the dilution of CIVH's shareholding in Maziv as a result of the VC Call Option is absorbed by Remgro only. The restated CIVH shareholders agreement of CIVH now provides that in the event of the VC Call Option being exercised by Vodacom, CIVH will be obliged to repurchase certain CIVH shares from Remgro ("**Vodacom Option Adjustment Shares**") such that all CIVH shareholders other than Remgro will, after the repurchase of the Vodacom Option Adjustment Shares, own the same indirect stake in Maziv as before the implementation of the VC Call Option. The repurchase price payable by CIVH to Remgro will be equal to the cash received by CIVH (after tax and costs), pursuant to the exercise of the VC Call Option; and
 - 4.5.4. the VC Call Option may be exercised by Vodacom only once during the period commencing on the date on which the Option Market Value is determined ("**Valuation Date**") and ending on the earlier of: (i) 20 business days following the Valuation Date; and (ii) 31 March 2026 ("**Call Option Period**"). The process to determine the Option Market Value can be initiated following the Transaction.
5. Shareholders are reminded that (i) on 29 October 2024, the Competition Tribunal (the "**Tribunal**") ruled to prohibit the Transaction; (ii) the parties subsequently lodged a notice of appeal in accordance with the rules and timelines of the Competition Appeals Court (the "**CAC**"); and (iii) on 6 March 2025 the CAC informed the transaction parties that the hearing dates in respect of the transaction have been reserved for 22 to 24 July 2025. Shareholders are now advised that Maziv and Vodacom have reached an agreement with the Competition Commission (the "**Commission**") on revised conditions, as a result of which the appeal before the CAC will proceed on an unopposed basis. The CAC has directed that the appeal will now be heard on one day only, 22 July 2025.
 6. On successful implementation of the Transaction, Maziv will acquire from Vodacom more than 5,000 kilometers of metro fibre, as well as all Vodacom fibre passing 160,000 FTTH homes. The investment will improve Maziv's capital structure, enabling Maziv to fund its growth ambitions, meet its capital expenditure commitments under the conditions agreed with the Commission and be able to pay dividends to shareholders.
 7. Following the implementation of the Transaction, the Maziv and CIVH borrowings will be normalised and CIVH will declare a distribution of between R4 billion and R5 billion to its shareholders (excluding any proceeds flowing from the Herotel Sale, if applicable).
 8. If Vodacom exercises the VC Call Option, Remgro will receive additional funds in terms of the repurchase detailed in paragraph 4.4 above.
 9. Shareholders are also referred to the Vodacom announcement published on SENS today.

10. Shareholders are notified of a Remgro investor call on Monday 21 July 2025 at 09h00. The following links can be used to register for investor call:

Conference Call:

<https://services.choruscall.eu/DiamondPassRegistration/register?confirmationNumber=8355009&linkSecurityString=13ecfc9e43>

Webcast link: : <https://themediiframe.com/mediaframe/webcast.html?webcastid=anz6JaPt>

Stellenbosch

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