

Vodacom Group Limited
(Incorporated in the Republic of South Africa)
(Registration number 1993/005461/06)
Share code VOD ISIN ZAE000132577
ADR code VDMCY ISIN US9258D2009
(“**Vodacom Group**”)

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

Shareholders are referred to the announcement released on SENS on 10 November 2021 (the “**terms announcement**”), 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 InfraCo. 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, subject to the aforementioned Competition authorities’ approval.

The transaction, which was classified by Vodacom Group as a Category 2 transaction in terms of the JSE Listings Requirements, has taken longer than anticipated to conclude. The parties have therefore agreed on certain amendments to the transaction agreements (the “**amendments**”) to ensure that the transaction terms remain appropriate, fair treatment of the parties, and that the business is allowed to operate optimally during the interim period notwithstanding the longer than expected period of time it has taken and may still take for the conditions to be fulfilled. The amendments are not material in nature and include, *inter alia*:

- the extension of the transaction longstop date to 30 November 2023;
- the valuation of Maziv will be determined by Maziv at 31 March 2023, and reviewed by its auditors. This valuation will be subject to certain adjustments, as set out in the transaction agreements, and will escalate at an agreed rate from 31 March 2023 until the implementation date;
- an alignment of the pricing mechanism applicable to the option, as a result of the abovementioned amendment; and
- the period during which the option is exercisable by Vodacom Group has been changed from being exercisable for 180 days post transaction implementation to 180 days post 31 March 2023, i.e. on or before 30 September 2023.

Save as detailed above, there has been no significant change and no significant new matter that has arisen since the terms announcement was published. Shareholders are also referred to the Remgro announcement published on SENS today.

Midrand
15 May 2023

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