

VOD - Vodacom Group Limited - Allocation of forfeitable shares

Vodacom Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 1993/005461/06)

Share code VOD ISIN ZAE000132577

(Vodacom Group" or "the company")

ALLOCATION OF FORFEITABLE SHARES

In accordance with paragraph 3.63 of the JSE Listings Requirements, shareholders are advised that the following executive directors and company secretary of Vodacom Group and executive directors of Vodacom (Pty) Limited were awarded shares in terms of the company's forfeitable share plan on 26 November 2009, the salient details of which are set out below:

Name of executive director:	PJ Uys
Name of company:	Vodacom Group
Designation:	Chief Executive Officer
Number of forfeitable shares awarded:	199 001 Vodacom ordinary shares, of which 96 622 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R11 679 368.69
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of executive director:	RA Shuter
Name of company:	Vodacom Group
Designation:	Chief Financial Officer
Number of forfeitable shares awarded:	122 954 Vodacom ordinary shares, of which 34 219 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R7 216 170.26

Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of executive director:	SA Joosub
Designation:	Executive Director and managing director of Vodacom (Pty) Limited
Number of forfeitable shares awarded:	164 325 Vodacom ordinary shares, of which 38 293 Vodacom shares are subject to performance conditions;
Consideration:	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R9 644 234.25
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of company secretary:	SF Linford
Designation:	Company secretary
Name of company:	Vodacom Group
Number of forfeitable shares awarded:	33 957 Vodacom ordinary shares, of which 3 692 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R1 992 936.33
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	J van der Watt
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive Director: Finance
Number of forfeitable shares awarded:	53 872 Vodacom ordinary shares, of which 9 379 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69

Vesting period:	Three years from award date
Value:	R3 161 747
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	ADJ Delport
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Engineering & Technology
Number of forfeitable shares awarded:	78 898 Vodacom ordinary shares, of which 17 364 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R4 630 523.62
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	R Kumalo
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Engineering & Commercial
Number of forfeitable shares awarded:	61 082 Vodacom ordinary shares, of which 13 443 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R3 584 902.58
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	NC Nyoka
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Regulatory & Government Relations

Number of forfeitable shares awarded:	66 166 Vodacom ordinary shares, of which 7 367 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R3 883 282.54
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	V Jarana
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Regional Operations
Number of forfeitable shares awarded:	53 641 Vodacom ordinary shares, of which 5 972 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R3 148 190.29
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	M Tyamzashe
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: CSI
Number of forfeitable shares awarded:	52 751 Vodacom ordinary shares, of which 5 873 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R3 095 956
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest

Name of director of major subsidiary:	L Redelinghuys
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Customer Care & Retentions
Number of forfeitable shares awarded:	50 687 Vodacom ordinary shares, of which 5 643 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R2 974 820.03
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	C van Rensburg
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Human Resources
Number of forfeitable shares awarded:	48 443 Vodacom ordinary shares, of which 5 393 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R2 843 119.67
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	SB Hayward
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Vodacom Business
Number of forfeitable shares awarded:	53 169 Vodacom ordinary shares, of which 5 920 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date

Value:	R3 120 488.61
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest
Name of director of major subsidiary:	TC Ralebitso
Major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Vodacom Ventures
Number of forfeitable shares awarded:	53 641 Vodacom ordinary shares, of which 5 972 Vodacom shares are subject to performance conditions;
Consideration	Nil
Average price at which shares were awarded:	R58.69
Vesting period:	Three years from award date
Value:	R3 148 190.29
Notification of award:	27 November 2009
Nature of transaction:	Direct beneficial interest

The necessary approval in terms of paragraph 3.66 of the JSE Listings Requirements has been obtained.

As part of Vodacom Group's recent listing on the JSE Limited, shareholders approved a forfeiture share plan ("FSP") at the company's annual general meeting on 31 July 2009. The FSP, which supersedes the previous phantom share scheme, is designed to align the interests of shareholders with those of Vodacom Group's senior management with those of shareholders.

The allocation of forfeitable shares was determined by the group's remuneration committee on a market related basis. The share awards announced today are the first allocations in terms of this new scheme. These awards represent a combination of an annual award and compensation for the forfeiture of previously granted benefits.

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Sponsor: UBS South Africa (Pty) Limited

1 December 2009

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