

VOD - Vodacom Group Limited - Allocation of YeboYethu units pursuant to the

YeboYethu Employee Participation Trust

Vodacom Group Limited

(Incorporated in the Republic of South Africa)

(Registration number 1993/005461/06)

Share code VOD ISIN ZAE000132577

("Vodacom")

Allocation of YeboYethu units pursuant to the YeboYethu Employee Participation Trust

In accordance with paragraph 3.63 of the JSE Listings Requirements, shareholders are advised that the following executive director and company secretary of Vodacom Group Limited and executive director of Vodacom (Pty) Limited were awarded units in the YeboYethu ESOP in terms of their employment contracts, the salient details of which are set out below:

Name of executive director:	RA Shuter
Designation:	Vodacom Chief Financial Officer
Entity:	Vodacom Group
Notification of award:	27 November 2009
Nature of security:	YeboYethu unit (refer below for explanation)
Number of units allocated:	1 339 074
Consideration:	Nil
Value of transaction	n/a - this will only be known in year 7 when the units get converted
Nature of transaction:	Direct beneficial interest
Clearance:	Yes - units were allocated in terms of letter of employment and in accordance with terms of the YeboYethu ESOP
Name of company secretary:	SF Linford
Designation:	Vodacom Group Company Secretary
Notification of award:	27 November 2009
Nature of security:	YeboYethu unit (refer below for explanation)
Number of units allocated:	559 382
Consideration:	Nil

Value of transaction	n/a- this will only be known in year 7 when the units get converted.
Nature of transaction:	Direct beneficial interest
Clearance:	Yes- units were allocated in terms of letter of employment and in accordance with terms of the YeboYethu ESOP
Name of major subsidiary director:	SB Hayward
Name of major subsidiary:	Vodacom (Pty) Limited
Designation:	Executive director: Vodacom Business
Notification of award:	27 November 2009
Nature of security:	YeboYethu unit (refer below for explanation)
Number of units allocated:	752 273
Consideration:	Nil
Value of transaction	n/a- this will only be known in year 7 when the units get converted.
Nature of transaction:	Direct beneficial interest
Clearance:	Yes - units were allocated in terms of letter of employment and in accordance with terms of the YeboYethu ESOP

At end July 2008, Vodacom announced the implementation of its R7.5 billion broad based black economic empowerment ("BBBEE") transaction which involved, inter alia, a public offer to the South African black public through YeboYethu Limited ("YeboYethu") which holds a 3.44% interest in Vodacom (Pty) Limited ("Vodacom SA"). In addition to the public offer, all Vodacom's permanent South African employees were able to participate in the BBBEE transaction through the allocation of units in terms of the YeboYethu Employee Participation Trust ("YeboYethu ESOP"). 75% of the 1.875 billion units available to the YeboYethu ESOP were allocated to Vodacom's permanent South African staff in September 2008 while the remaining 25% was made available to future employees for the next 5 years on a reduced sliding scale. The allocation of units to permanent South African staff is weighted 70/30 in favour of black staff.

The YeboYethu ESOP has a 7-year lock up period to August 2015. At that time the allocated units, after taking into account notional vendor financing provided by Vodacom SA, will be converted into YeboYethu shares where a value could be realised by staff by selling these shares to the black public via an over the counter facility to be set up by Vodacom.

Having joined Vodacom since October 2008, the above executive directors and company secretary of Vodacom and Vodacom SA were notified in November 2009 of their participation in the YeboYethu ESOP to the extent of the units reflected above.

Midrand

01 December 2009

Sponsor: UBS South Africa (Pty) Limited

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