

## NOTICE TO SHAREHOLDERS

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**PROPOSED ACQUISITION BY VODACOM TANZANIA PUBLIC LIMITED COMPANY (“VODACOM”) OF 100% OF THE ISSUED SHARES IN SMILE COMMUNICATIONS TANZANIA LIMITED, A COMPANY ORGANIZED UNDER THE LAWS OF THE UNITED REPUBLIC OF TANZANIA, REGISTERED AT BRELA UNDER INCORPORATION NUMBER 63547 (“SMILE TANZANIA”)**

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Vodacom Tanzania Public Limited Company (“Vodacom”), Smile Telecoms Holdings Limited and Smile Telecoms IP Limited (jointly “Smile”), have concluded the terms upon which Vodacom will acquire 100% of the issued share capital of Smile Communications Tanzania Limited (the “Acquisition”). The Acquisition is subject to:

- (i) approval by the Tanzanian Fair Competition Commission (the “FCC”) for the Acquisition being obtained, on terms acceptable to the parties,
- (ii) approval by the Tanzania Communications Regulatory Authority (the “TCRA”) for the Acquisition being obtained on terms acceptable to the parties
- (iii) a no objection by the Capital Markets and Securities Authority (the “CMSA”) and the Dar es Salaam Stock Exchange (the “DSE”) for the Acquisition being obtained, on terms acceptable to the parties

In addition, the Acquisition is subject to the fulfilment or, if applicable, waiver of several condition precedent (the “Conditions”) within 6 months of the Signature Date or such later date as the parties may agree.

If all Conditions are fulfilled or waived timeously, the Acquisition will become unconditional and be implemented, which is anticipated to be early in the last quarter of 2023. If the Acquisition becomes unconditional and is implemented, it will provide Vodacom with control of Smile Tanzania (“take over”).

The parties are engaging with the regulatory authorities, including the TCRA and the FCC regarding the Acquisition. Further announcements will be made in due course.

Shareholders of Vodacom and Smile Tanzania are cautioned that there can be no certainty that all Conditions will be fulfilled or waived timeously, and the Acquisition implemented. Shareholders are advised to exercise caution when dealing in their shares until a further announcement regarding the completion of the Acquisition is made.



## TANGAZO KWA WANAHISA

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KUSUDIO LA VODACOM TANZANIA PUBLIC LIMITED COMPANY KUTWAA ASILIMIA 100% ZA MTAJI WA HISA ZA SMILE COMMUNICATIONS TANZANIA LIMITED, KAMPUNI ILIYOSAJILIWA NA WAKALA WA USAJILI WA BIASHARA NA LESENI (BRELA) YENYE NAMBA 5068 NA INAYOJIENDESHA KWA MUJIBU WA SHERIA ZA JAMHURI YA MUUNGANO WA TANZANIA.

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Vodacom Tanzania Public Limited ("Vodacom"), Smile Telecoms Holdings Limited na Smile Telecoms IP Limited (kwa pamoja "Smile") zimefikia maafikiano ambapo Vodacom itatwaa asilimia 100% ya mtaji wa hisa zilizotolewa na Smile Tanzania ("Utwaaaji"). Kukamilika kwa zoezi la utwaaaji utategemea:

- (i) Ruhusa ya Tume ya Ushindani Tanzania ("FCC") kwamba utwaaaji umekubaliwa kwa vigezo vinavyokubalika na pande zote,
- (ii) Ruhusa ya Mamlaka ya Mawasiliano Tanzania ("TCRA") kwamba utwaaaji umekubaliwa kwa vigezo vinavyokubalika na pande zote
- (iii) Uamuzi wa kutokuwa na pingamizi juu ya utwaaaji wa Mamlaka ya Masoko ya Mitaji na Dhamana ("CMSA") na Soko la Hisa la Dar es Salaam ("DSE") kwamba utwaaaji umekubaliwa kwa vigezo vinavyokubalika na pande zote.

Vilevile, utwaaaji huu ni sharti, usiathiri utekelezaji au kama inahusika, msamaha wa masharti ya muhimu kutekelezwa ("Masharti") ndani ya miezi 6 baada ya kusaini maafikiano au tarehe ya siku za usoni kama itakavyokubaliwa na pande zote.

Endapo masharti yote yatatekelezwa au kusamehewa kwa wakati, utwaaaji hautakuwa na masharti na hivyo kutekelezwa, ambapo utekelezwaji huo unatazamiwa kufanyika mapema katika robo ya mwisho ya mwaka 2023. Endapo utwaaaji hautakuwa na masharti na ukatekelezwa, utawezesha Vodacom kumiliki Smile Tanzania ("utwaaaji wa jumla").

Pande zote zinashirikisha mamlaka za usimamizi, ikiwemo TCRA na FCC kuhusu utwaaaji huu. Matangazo mengine yatafuata wakati muafaka.

Wanahisa wa Vodacom na Smile Tanzania wanatahadharishwa kwamba hakutakuwa na hakikisho kuwa masharti yote yatatekelezwa au kusamehewa kwa wakati na utwaaaji kutekelezwa. Wanahisa wanashauriwa kuchukua tahadhari wanapofanya lolote kuhusiana na hisa zao mpaka pale tangazo rasmi litakapotolewa kuhusu kukamilika kwa utwaaaji

