THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISORS. NO SECURITIES TO WHICH THIS NOTICE RELATES HAVE BEEN OR WILL BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933 (THE "SECURITIES ACT") OR AN U.S. STATE SECURITIES LAWS AND THE SECURITIES MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, "U.S. PERSONS" (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE NOTES REFERRED TO IN THIS NOTICE ARE NOT BEING DISTRIBUTED, AND WILL NOT BE DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA OR TO, FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS.

CELL C LIMITED

(*incorporated in the Republic of South Africa with limited liability with registered number 1999/007722/06*)

NOTICE

to the holders of

$184,002,000

8.625% First Priority Senior Secured Notes due 2020

ISIN: XS1634003831 / Common Code: 163400383

(the "Notes")

19 August 2019

Update

Cell C Limited ("**Cell C**") wishes to make holders of the Notes ("**Noteholders**") aware of the following:

In respect of certain bilateral loan facilities between Cell C and each of Nedbank Limited, China Development Bank Corporation, Development Bank of Southern Africa Limited and Industrial and Commercial Bank of China Limited (the "**Loan Facilities**"), there have occurred and are continuing events of default in respect of (i) the non-payment of interest due in July 2019 under the Loan Facilities; and (ii) the breach of certain financial covenants under the Loan Facilities on the relevant testing date, being 30 June 2019. The occurrence of these events has triggered an event of default under Condition 12(b) (*Events of Default – Cross-Default*) of the Notes.

Currently, none of the Loan Facilities have been accelerated and Cell C is committed to resolving the situation by agreeing restructuring terms with its lenders while it also continues to work proactively with all stakeholders to improve its liquidity, debt profile and long-term competitiveness. Cell C directs Noteholders to its corporate updates published in July 2019 and August 2019, which announced that it had entered into a term sheet to expand the terms of its roaming agreement with MTN, Africa's largest mobile network operator, to better control its capital expenditure and operating costs. An agreement will lay the groundwork for a broader national roaming agreement, supporting South Africa's policy goals of avoiding network duplication. The shared infrastructure will further drive efficiencies in the delivery of services to consumers by Cell C.

This announcement was in line with Cell C's stated commitment to launch a business model that drives efficiency throughout its business.

The Trustee is not responsible for the accuracy, completeness, validity, relevance, sufficiency or correctness of the statements made in this notice (including for the avoidance of doubt any information stated to be provided by Cell C) or omissions herein and makes no representation that all relevant information has been disclosed to the Noteholders' in or pursuant to this Notice.

This Notice is given by

CORNER MAXWELL DRIVE AND PRETORIA MAIN ROAD, BUCCLEUCH, 2090 REPUBLIC OF SOUTH AFRICA

Email: Mr. Adrian Lotz (alotz@cellc.co.za)