The South African Network Operator of the Future



October 2025

Pre-IPO Restructuring



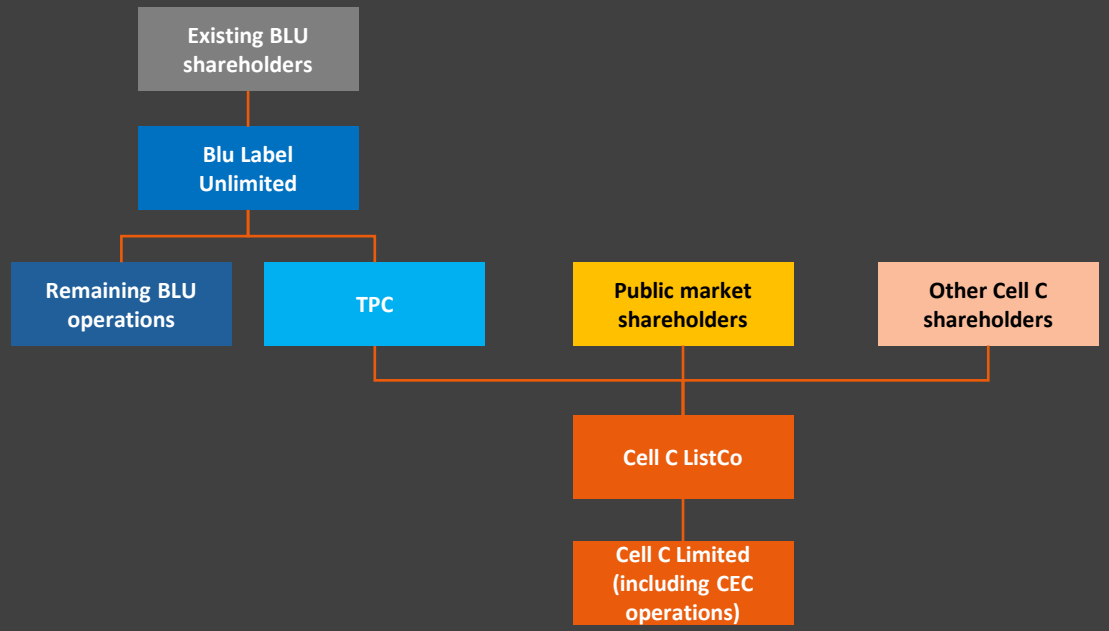
Update on the Pre-IPO Restructuring

The intention of the Pre-IPO Restructuring is to ensure that Cell C is appropriately structured for success in the listed environment

Rationale for the Pre-IPO Restructuring

- The intention of the "**Pre-IPO Restructuring**" is to ensure that the legacy instruments and associated complexities are fully extinguished at listing to ensure a clean and efficient capital structure for Cell C
- The Cell C ListCo will be largely self-funded supported by strong free cash flow generation having settled its legacy funding arrangements
- The pre-IPO restructuring will ensure that Cell C is well structured and positioned to achieve future success in the publicly listed environment

Post IPO summarised group structure



Timeline and latest updates

Terms agreed and announced

- On 1 September 2025 – Pre-IPO restructure terms agreed and announced to the market
- On 22 September 2025 - Detailed Blu Label circular released with further details on the Pre-IPO restructure
- Blu Label shareholder meeting being held on 20 October 2025

Additional transaction updates

- Subsequent to the signing of the Implementation Agreement, there are additional updates:
  - Cell C is in advanced negotiations to with other debt holders, which if concluded will result in the reduction of debt by c.R1.15bn
  - As part of these negotiations, TPC is in discussion to acquire an outstanding shareholder claim. TPC will convert this claim to equity under the debt-to-equity transaction

Pricing and implementation

- All the relevant Pre-IPO Restructuring steps shall occur at the IPO price, to ensure all shareholders are treated equally and fairly
- The Pre-IPO Restructuring shall be implemented immediately prior to the IPO, as this is when the IPO price shall be known
- TPC is expected to hold at least than c.90% of the equity shares in Cell C post the Pre-IPO Restructuring based on initial valuation expectations

Source: Cell C company information

Update on the Pre-IPO Restructuring *(cont'd)*

The intention of the Pre-IPO Restructuring is to ensure that Cell C is appropriately structured for success in the listed environment

Airtime vault conversion – Cell C related transaction

R7.30 – R7.50 billion quantum

- **Description:** The airtime transfer from TPC to Cell C, with TPC retaining a normalised trading level of Cell C airtime based on its usual working capital requirements
- **Rationale:** Ensures that the legacy funding structure between TPC and Cell C is dissolved and TPC only retains core levels of trading airtime

Key points to note

- **The TPC airtime structure originated from the recapitalisation in 2022, where TPC purchased prepaid airtime vouchers from Cell C to assist with its working capital requirements**
- **These transactions continued in line with the agreement, resulting in TPC holding a significant level of Cell C airtime**
- **TPC shall return this airtime to Cell C in exchange for the issuance of equity shares**

Debt-to-equity conversion / legacy liability settlement – Cell C related transaction

R3.67 billion quantum

- **Description:** TPC will convert its loan instruments into equity shares in Cell C Limited. The terms of the conversion are in line with the 2022 recapitalisation transaction. Cell C will also settle various legacy liabilities to ensure an efficient capital structure
- **Rationale:** Ensures that Cell C is no longer constrained by an inefficient capital structure

Key points to note

- **The debt-to-equity quantum may also include a R447m shareholder loan facility to be acquired by TPC, and subsequently convert to equity alongside the other loan instruments (should agreement be reached timeously)**
- **All legacy funding arrangements between TPC and Cell C are eliminated**
- **Other than lease liabilities, Cell C's only remaining interest-bearing debt shall relate to the handset financing facility from African Bank, which shall transfer from CEC**

No legacy funding obligations

Efficient and sustainable capital structure

Self-reliant funding structure with no reliance on Blu Label

Source: Cell C company information

Update on the Pre-IPO Restructuring *(cont'd)*

The intention of the Pre-IPO Restructuring is to ensure that Cell C is appropriately structured for success in the listed environment

CEC transfer – Cell C related transaction

R2.15 billion purchase price

- **Description:** Cell C to acquire the CEC business from TPC in exchange for the issue of equity shares in Cell C Limited
- **Rationale:** CEC currently manages the postpaid subscriber base of Cell C. The CEC business to be merged into the Cell C Limited entity

Key points to note

- **The transfer results in the reintegration of Cell C's prepaid and postpaid business under one corporate entity, Cell C Limited**
- **The purchase price was determined with reference to independent valuation work undertaken by both BLU and Cell C**
- **CEC's handset financing facility from African Bank to transfer to Cell C**
- **The business acquisition does not trigger any contingent liabilities**

SPV structure – Cell C ownership structure transaction

Acquisition of SPV shareholdings in Cell C by TPC in exchange for settlement of loan claims due to TPC

- **Description:** The Cell C shareholder Special Purpose Vehicles ("**SPVs**") to be restructured, aligning the ownership structures with the redefined capital framework (this is a transaction between Blu Label and the SPVs). There is no cash flow to Cell C in relation to this transaction
- **Rationale:** Ensures a simplified ownership structure

Key points to note

- **The SPV entities are shareholder entities of Cell C and as such the transaction has no impact on Cell C itself, i.e. Cell C is the subject of the transaction and not a party to it**
- **These SPVs were formed due to legacy debt funding obligations that were uplifted from Cell C from prior recapitalisation transactions**
- **TPC shall affect the pledges and take over control of the entities, in exchange for the settlement of liabilities owed by the SPV entities to TPC**

Integration of postpaid base into Cell C

No legacy funding obligations between SPVs and Blu Label

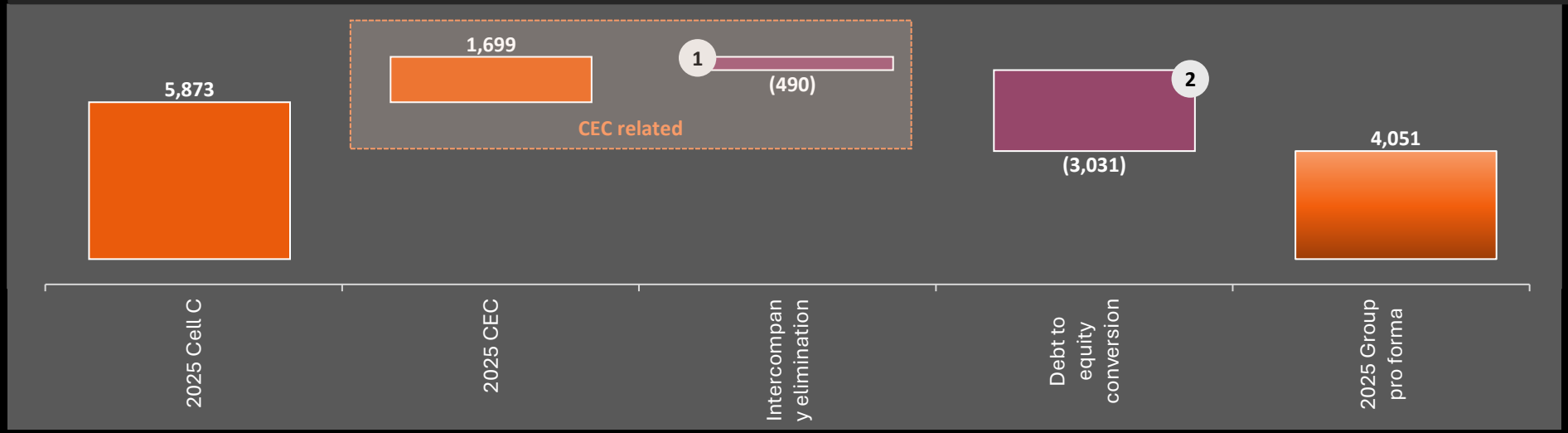
Simplified ownership structure

Source: Cell C company information

Debt evolution to position the business for long-term growth

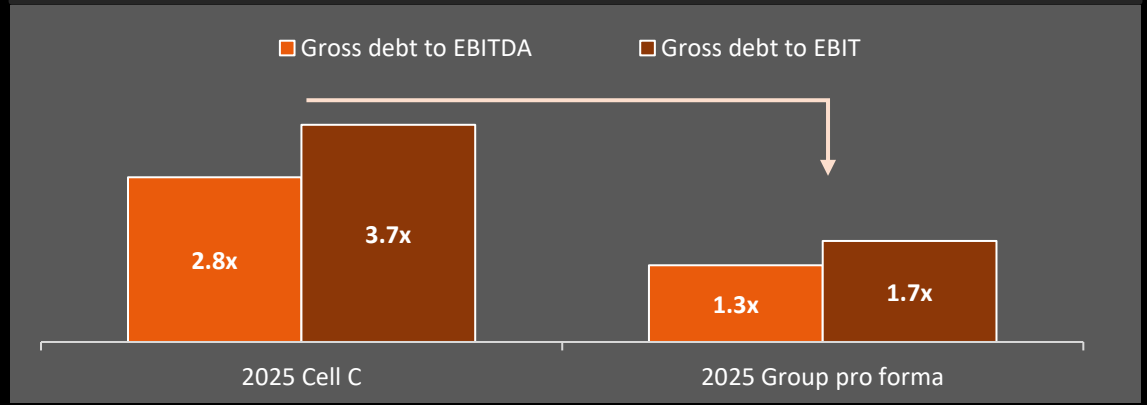
The pre-listing restructuring of the business materially strengthens the financial position, with a material reduction in interest bearing and lease liabilities

Gross debt: interest bearing borrowings and lease liabilities (current and non-current)[1] (R'm)

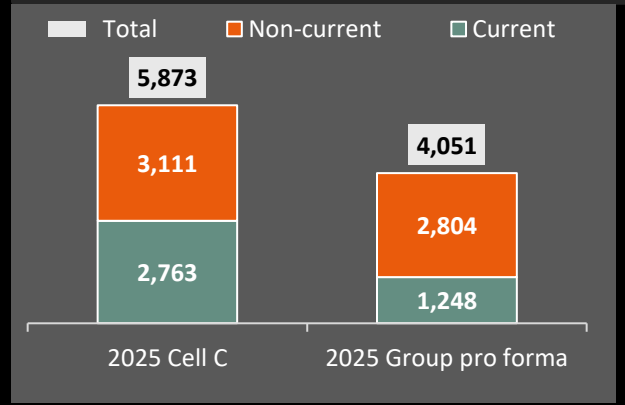


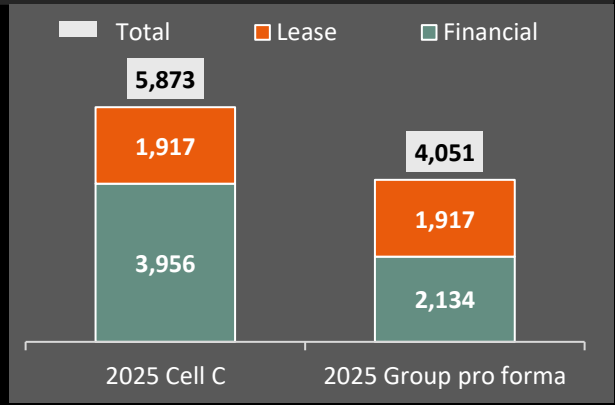
1. Elimination of intercompany interest-bearing loans (current and non current) relating to CEC
2. The conversion of certain TPC claims[2] against Cell C into convertible instruments that will be converted into Cell C shares at face value

Leverage ratios



Gross debt mix[3]





Source: Group financial information

1. Gross debt calculated as both current and non-current interest bearing liabilities and financial leases
2. Claims include The Prepaid Company ("TPC") recapitalised loan 1, TPC reinvested debt loan 2, TPC, Nedbank loan and Gramercy loan
3. Debt mix including current and non-current interest bearing liabilities and financial leases



Financial performance

Financial performance highlights | A platform for growth

A compelling financial profile combining scale and dynamic growth

1 Net revenue

	May 2025 Cell C actual[1]	May 2025 Group pro forma[2]
Service revenue	R11.0bn	R11.6bn
YoY growth	*2.5%*	*7.7%*
Equipment revenue	R119m	R2.1bn
YoY growth[3]	*9.0%*	*1,868.0%*
Total revenue	R11.1bn	R13.7bn
YoY growth	*2.6%*	*26.4%*

2 Earnings

	May 2025 Cell C actual[1]	May 2025 Group pro forma[2]
EBITDA	R2.1bn	R3.1bn
YoY growth	*6.1%*	*57.4%*
Margin	18.9%	22.8%
EBIT	R1.6bn	R2.4bn
YoY growth	*13.4%*	*68.4%*
Margin	14.3%	17.3%

3 Balance sheet

	May 2025 Cell C actual[1]	May 2025 Group pro forma[2]
Gross debt to EBITDA[4]	2.8x	1.3x
Gross debt to EBIT[4]	3.7x	1.7x
Interest service cover ratio[5]	1.2x	1.6x

4 Returns

	May 2025 Cell C actual[1]	May 2025 Group pro forma[2]
Free cash flow[6]	R830m	
Conversion[6]	*39.4%*	
ROIC[7]	NM	69.2%

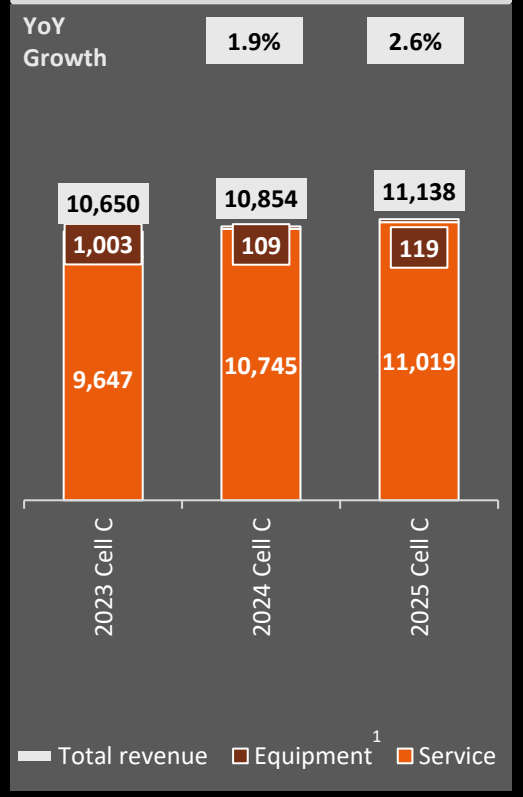
Source: Group financial information

1. Actual figures to May 2025 for Cell C on a standalone basis
2. Pro forma growth percentage based on the change from the period ended May 2024
3. Equipment revenue recognised for the period ended May 2025 was reduced due to a change in accounting treatment
4. Gross debt calculated as total non-current and current liabilities including lease liabilities
5. Interest service cover ratio is EBIT divided by net finance cost
6. Free cash flow calculated as cash generated from operations less capital expenditure less finance lease payments less taxes paid less net finance costs paid. Free cash flow conversion is free cash flow as a % of EBITDA
7. ROIC calculated as net profit after tax divided by total invested capital. Total invested capital comprises total equity and interest bearing liabilities less cash and cash equivalents

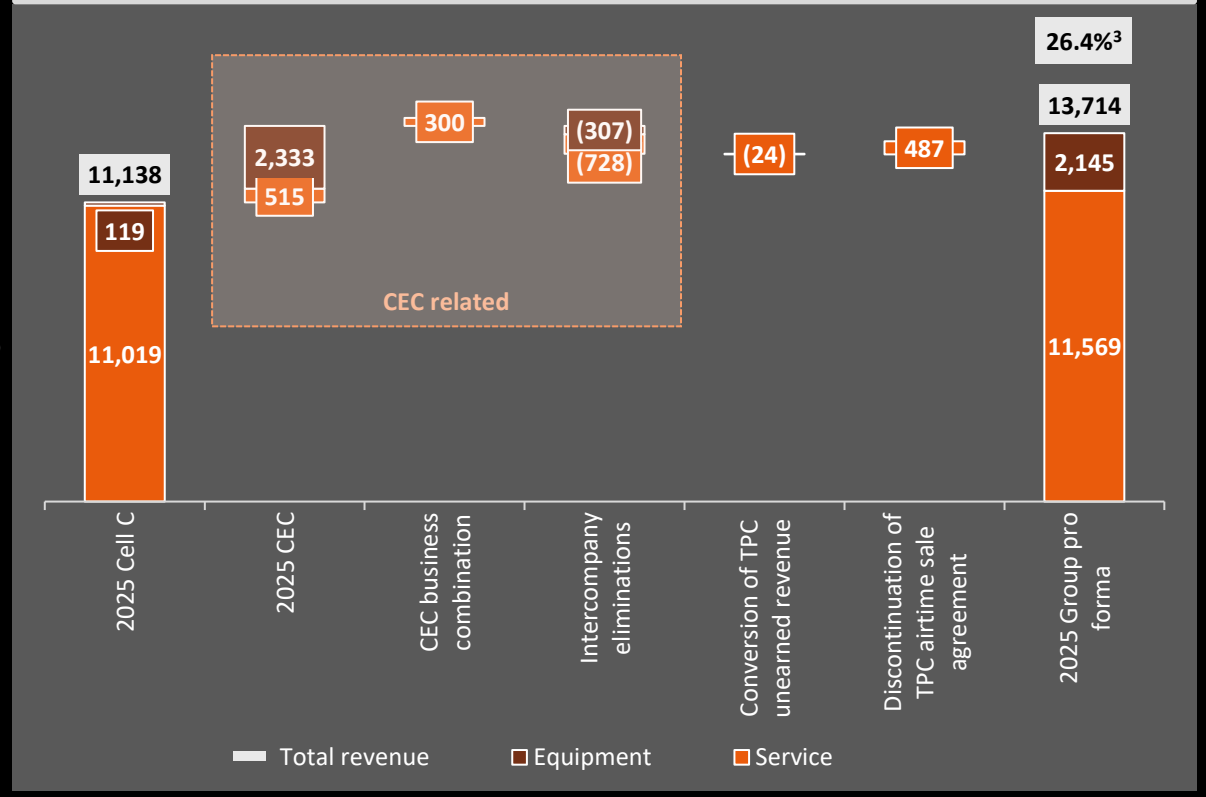
Revenue diversification strengthened by CEC combination

The combination of CEC expected to add scale and a higher contribution of Equipment revenue to a stabilised base of Service revenue

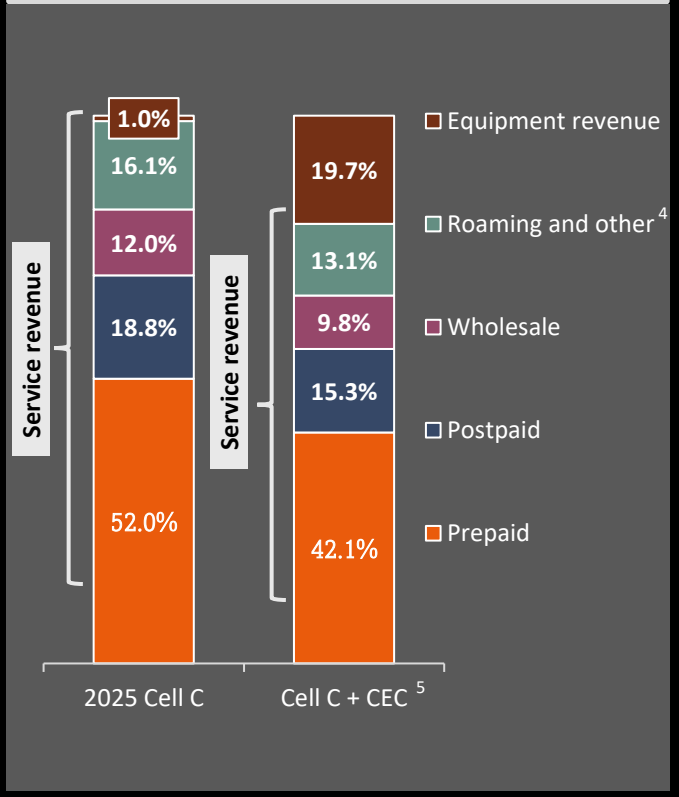
Cell C net revenue (R'm)



Bridge to pro forma Group net revenue (R'm)



Revenue contribution by segment (%)[6]



- Cell C's 2025 revenue was driven by strong data growth, improved subscriber penetration and accelerated wholesale performance on the back of MVNO growth
- Equipment revenue diversifies income beyond traditional telecom services like voice and data, creating a more balanced business model. It also allows for higher-value offerings by bundling equipment with mobile services

- The **revenue mix is expected to increasingly diversify** with equipment revenue becoming a meaningful contributor to the revenue profile following the acquisition of CEC

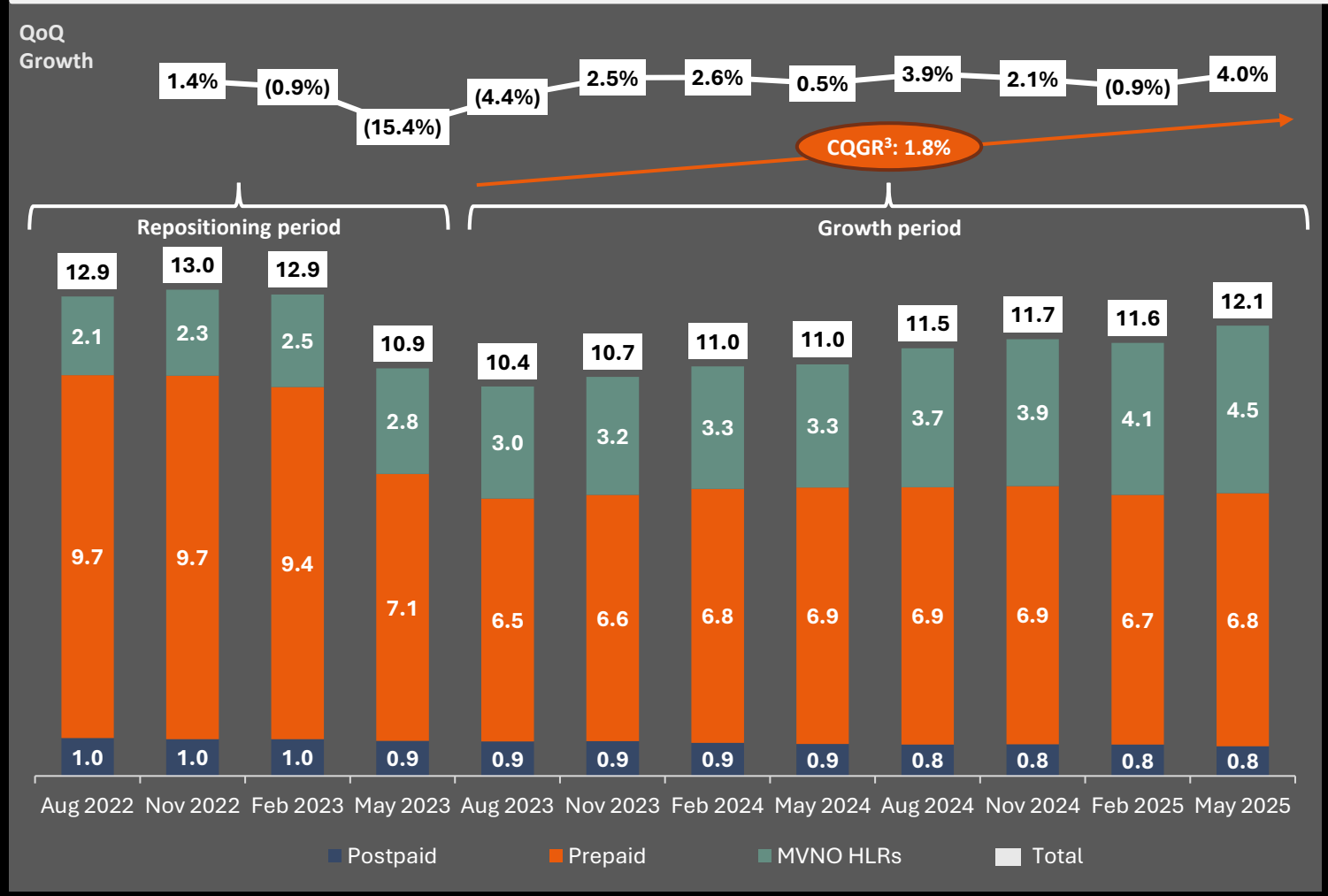
Source: Group financial information

1. Net revenue reflects a change in the accounting treatment of Equipment revenue over the period due to a change in accounting policy in 2024 and a change in the principal-agent relationship between Cell C and CEC in 2023
2. As it relates to the conversion of TPC unearned revenue to a trade payable, an additional correction of breakage previously recognised on the unearned revenue is reversed from revenue
3. 2025 pro forma revenue growth is relative to the 2024 reporting period
4. Other revenue includes Enterprise revenue, Fibre to the Home revenue and Roaming revenue
5. This is not on a consolidated or IFRS basis but is the sum of 2025 Cell C standalone segmental revenue and 2025 CEC standalone segmental revenue
6. Revenue contribution excluding volume discounts

Strategic shift to optimise value from Cell C's subscriber base

Core focus on customer base management and MVNO partnerships

Subscriber numbers[1,2] ('m) and subscriber growth (%) on a quarterly basis



MVNO

- The **MVNO strategy has demonstrated its success to date through strong growth in MVNO HLR subscribers**
- MVNO HLR subscribers were resilient through the repositioning period

Postpaid 10.5%[4]

- Postpaid movement has primarily been driven by **a deliberate reduction in the low value base or "on-biller base"**. The on-biller base comprises small contracts with limited top up revenue
- In the last 2 years, there has been a focus on growing the core base and the re-inclusion of CEC will further enhance this focus

Prepaid 89.3%[4]

- The primary driver of the initial decline in the prepaid base in May 2023 and August 2023 was due to the implementation of new churn rules for prepaid broadband subscribers, **which required a clean up of the base to retain only active subscribers**
- The reduction in the prepaid base due to customer dissatisfaction has since reversed into positive growth in line with market, due to the turnaround strategy and significant improvement in customer service and network quality

Mobile subscribers form a major contributor to net discount service revenues: 7.6 million mobile subscribers at 31 May 2025, comprising voice and non-voice services on both a prepaid and postpaid offering

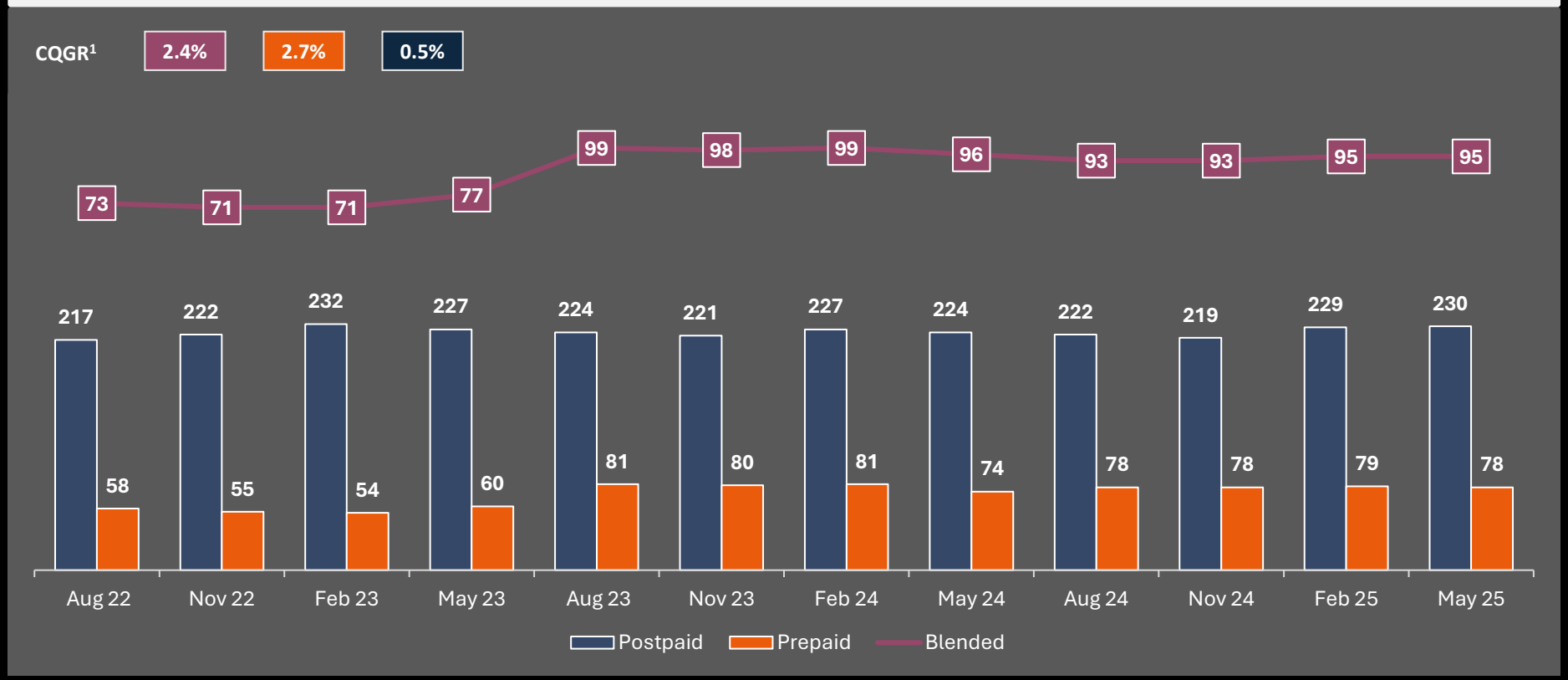
Source: Group operational information

1. Total subscriber base numbers for prepaid and postpaid include Enterprise and Fiber to the Home subscribers
2. Look-through MVNO Home Location registers ("HLR") subscriber numbers are included for illustrative purposes and are not included in the reported subscriber numbers
3. CQGR over the period Aug 2023 to May 2025
4. % of total subscriber base

Steady growth in ARPU performance

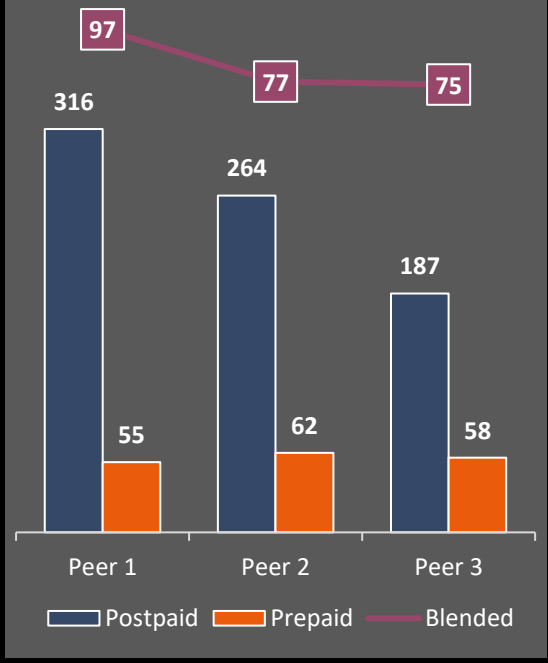
ARPU is a healthy comparative against the local market, following consistent ARPU growth across the prepaid and postpaid customer base

Postpaid, prepaid and blended ARPU (R) and ARPU growth (%)[2]



Peers (quarter ended June 2025)[3]

On a blended basis, Cell C is in line with or ahead of local peers, with core opportunities in postpaid remaining



- During the 2025 financial period, ARPU has been affected by growth of revenues from data services and Cell C's decision to rationalise its postpaid on-biller subscriber base, which was partly offset by a decrease in voice services
- While postpaid is relatively under-indexed to peers, there are opportunities to tap into higher value customers in the consumer segment with greater channel penetration

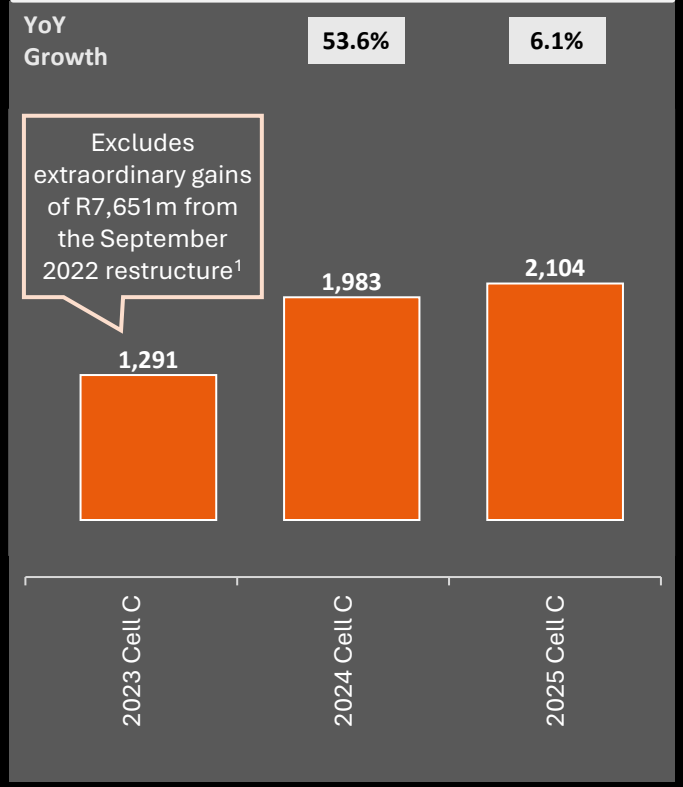
Source: Group operational information

1. CQGR over the period 1 June 2022 to 31 May 2025
2. At each financial year end, relevant post-audit adjustments are made (as required) which contributes to the increase in blended ARPU at the relevant dates (being 31 May 2024 and 31 May 2025)
3. ARPU as at last reported period of June 2025 for South Africa

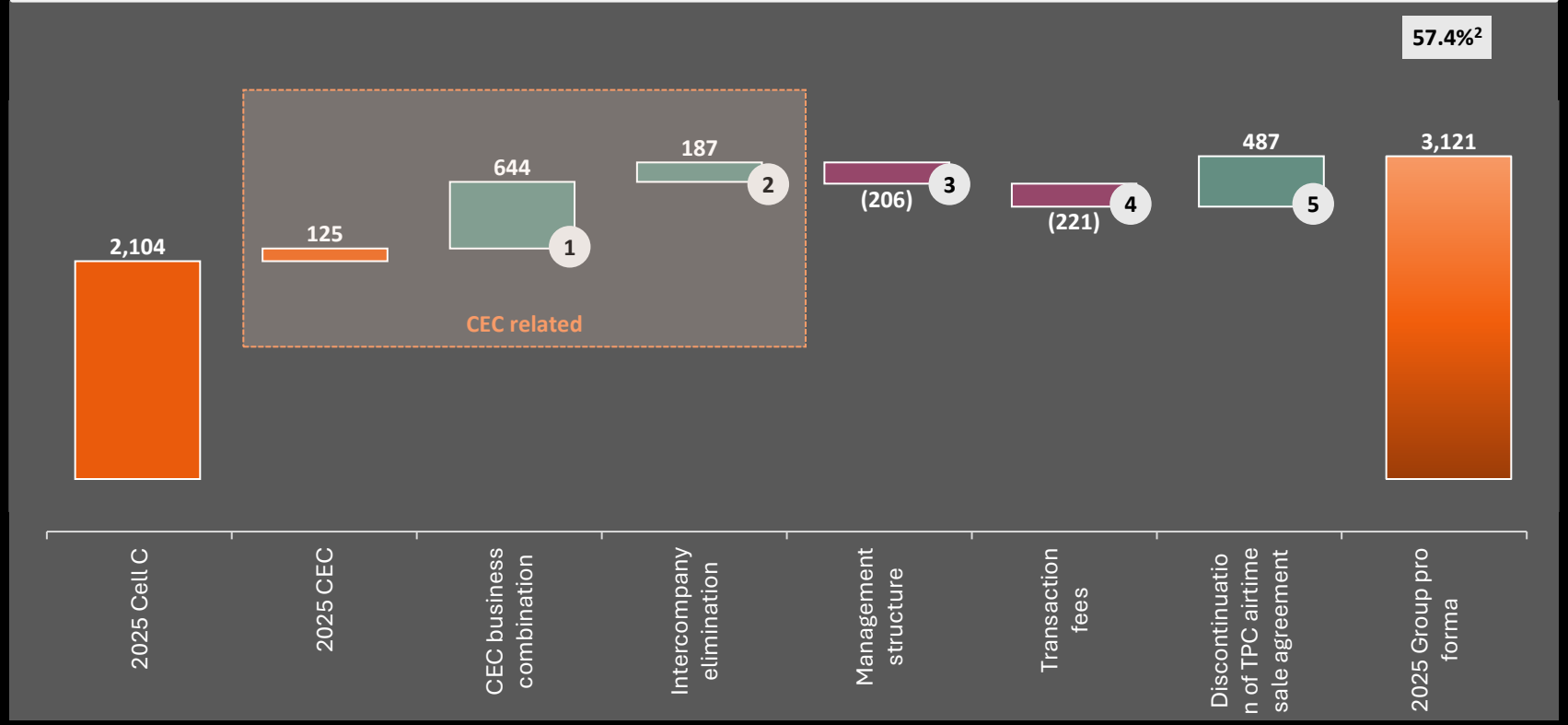
Pro forma EBITDA underscores improving profitability

Historic growth in the Cell C EBITDA base, strengthened through the restructure and the combination of CEC

Cell C EBITDA (R'm)



Bridge to pro forma Group EBITDA (R'm)



1. Normalisation of non-recurring parent group costs
2. Consolidation of the expected credit loss based on business combination principles
3. Share based payment as a result of the transfer of equity shares to management on IPO date
4. Advisory and other fees related to the pre-IPO restructure transactions and the IPO process
5. Normalisation of the effective discount costs on the sale of prepaid airtime to market-related levels

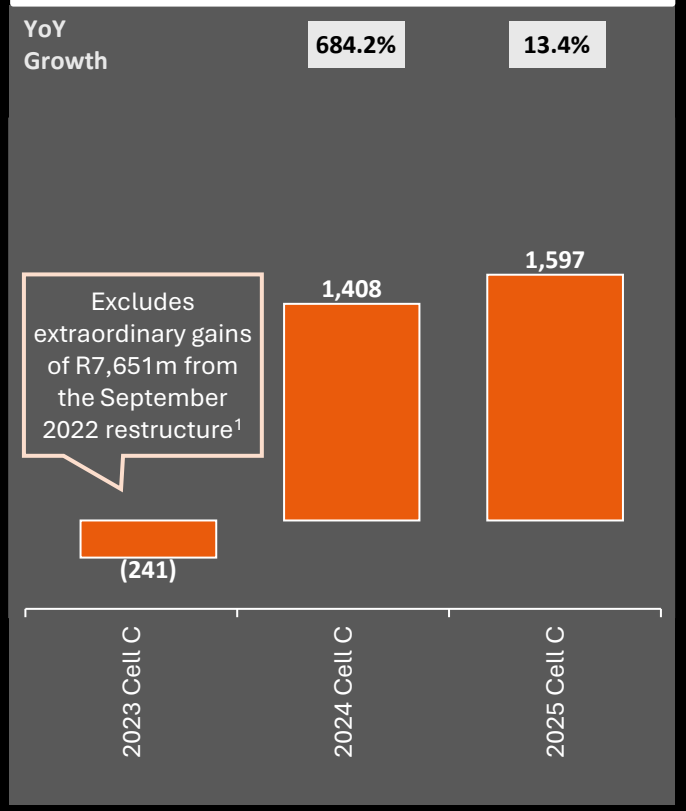
Source: Group financial information

1. EBITDA excluding the impact of the once off gains and other income of R7,651m from the September 2022 restructure relating to the settlement of liabilities
2. 2025 pro forma EBITDA growth is relative to the 2024 Cell C reporting period

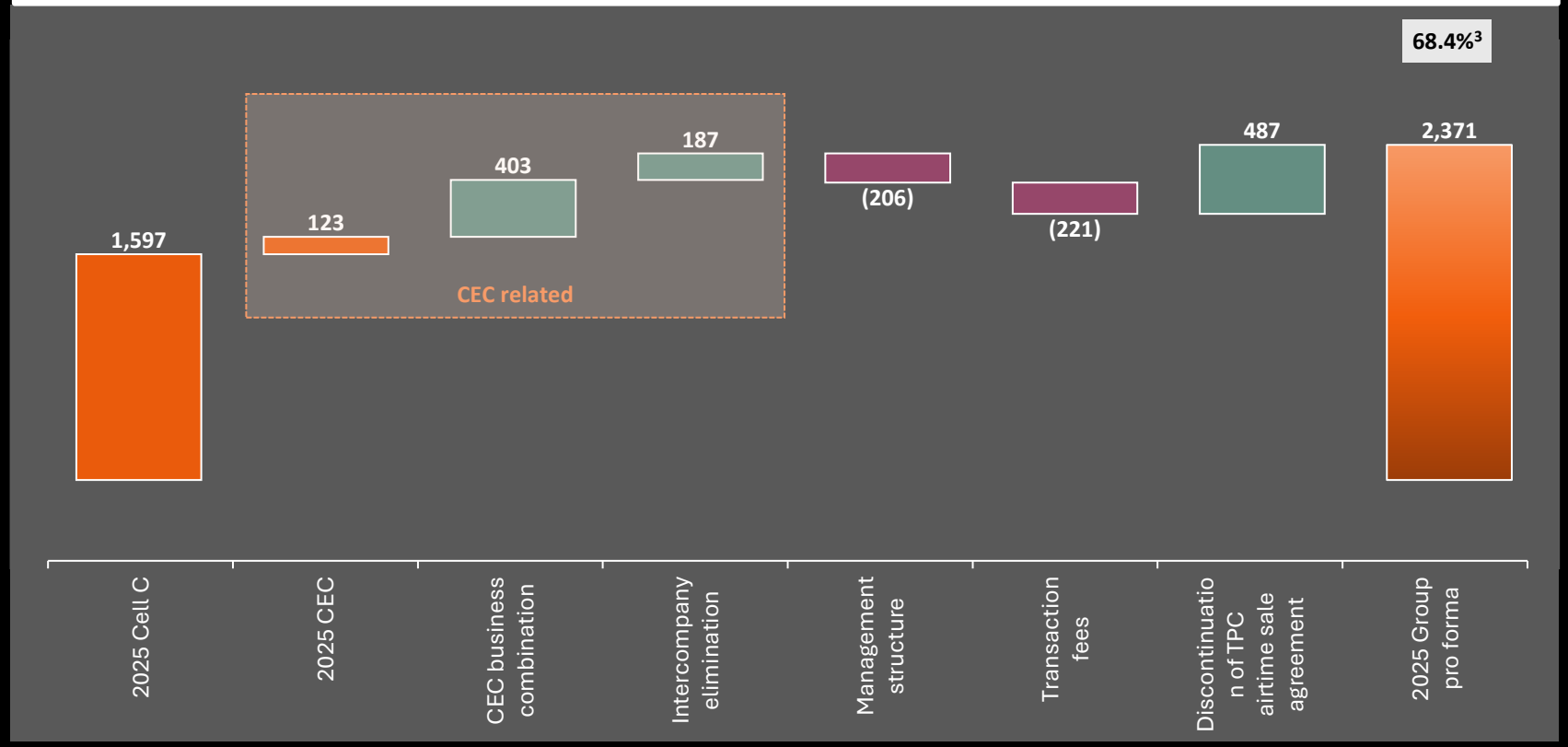
Capex-light business model delivers growing EBIT

Improving EBIT representative the Group's capex-light operating model with meaningfully lower depreciation and amortisation

Cell C EBIT (R'm)



Bridge to pro forma Group EBIT[2] (R'm)



- Depreciation and amortisation for the period ending 31 May 2024 decreased due to the full transition onto the vRAN

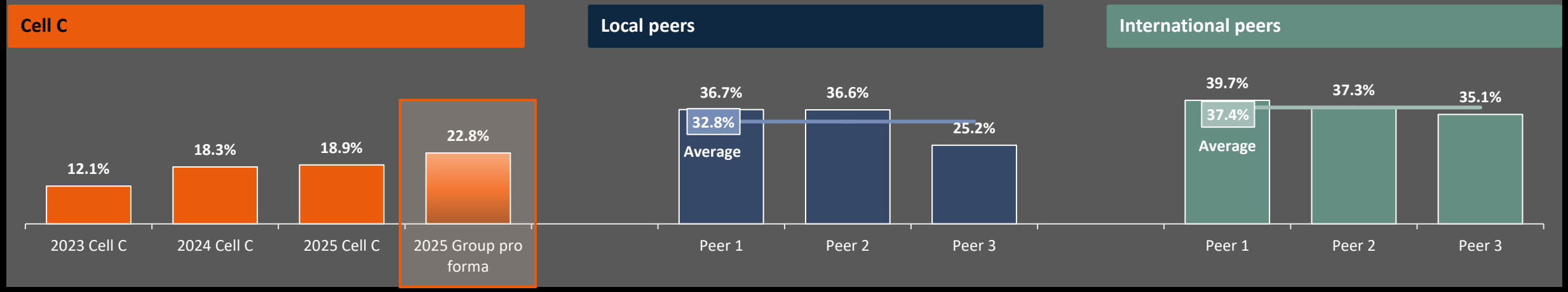
Source: Group financial information

1. EBIT excluding the impact of the once off gains and other income of R7,651m from the September 2022 restructure relating to the settlement of liabilities
2. Pro forma adjustments to EBIT are the same as those to EBITDA , except for a depreciation inclusion related to the CEC business combination journal
3. 2025 pro forma EBIT growth is relative to the 2024 Cell C reporting period

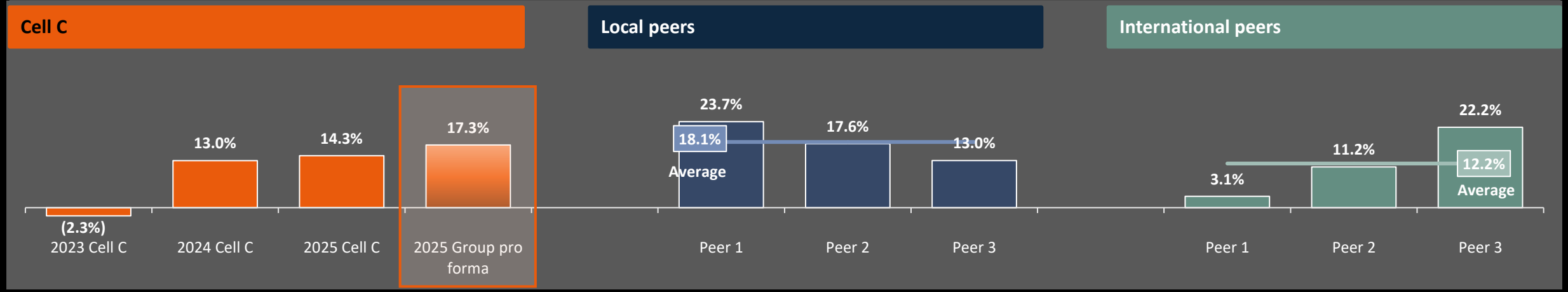
Capex-light business model yields EBIT margins comparable to peers

Margins are enhanced through the restructure and combination of CEC

EBITDA margin relative to peers[2,3]



EBIT margin relative to peers[2,3]



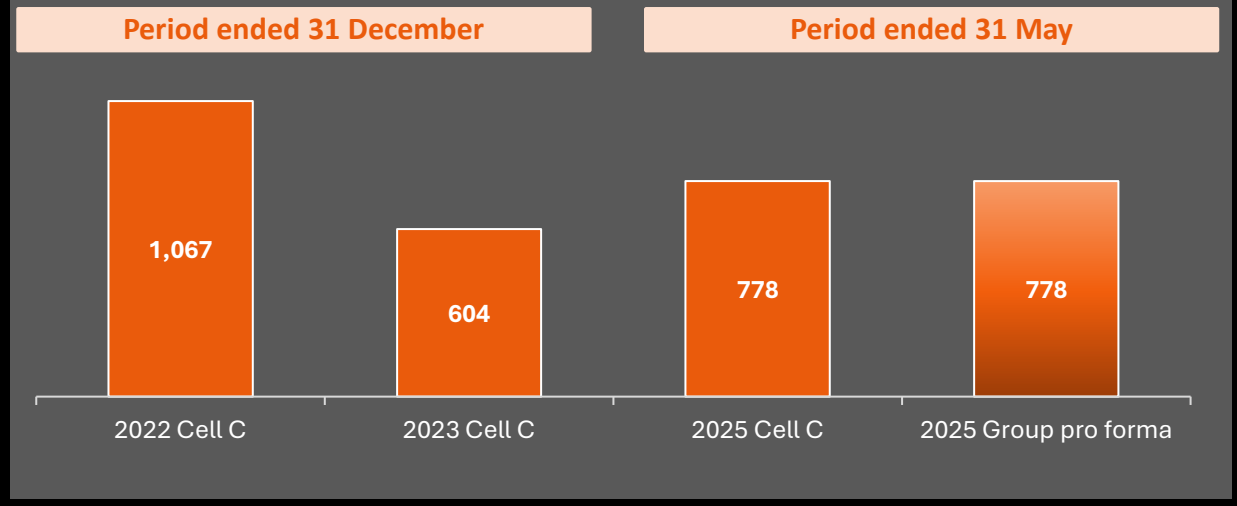
Source: Group financial information, peer financial statements

1. EBITDA and EBIT excluding the impact of the once off gains and other income of R7,651m from the September 2022 restructure relating to the settlement of liabilities
2. Peer EBITDA and EBIT calendarised to 31 May 2025
3. EBITDA and EBIT margin in local currency, as reported

Unique operating model propelling growth and returns

Pioneering network strategy translates to a notably lower capex intensity relative to sector peers

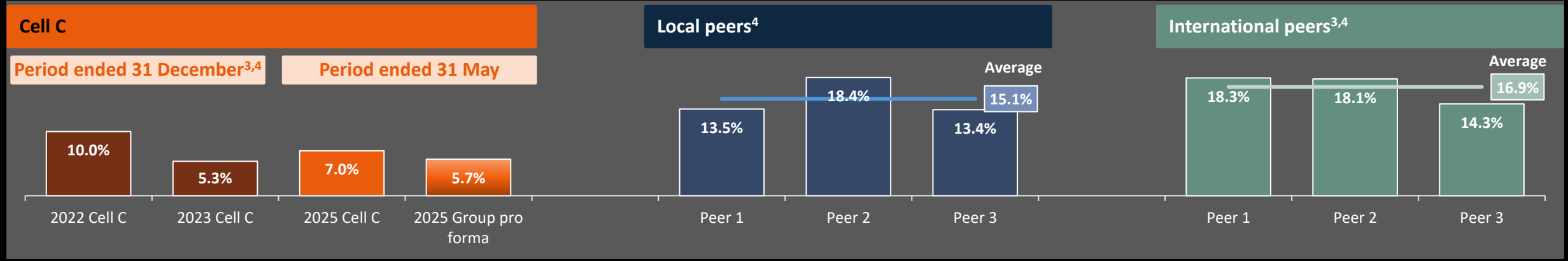
Capex (R'm)



Total invested capital (2025 Group pro forma)	R3.7bn	ROIC[1]	69.2%

- In July 2021, Cell C initiated the implementation of its turnaround strategy, which included **a significant reduction in capital expenditure** and a conversion from a fixed-cost infrastructure-based network to a variable operational expenditure model
- Going forward, the network capability deployed by the Group have a focus on **network maintenance, modernisation and growth capital expenditure** to support the improved financial growth
- The higher growth in capital expenditure to 2025 is reflective of the **acceleration in key customer facing assets, including the revamp of Cell C owned and franchise stores**
- Going forward, the Group's primary focus for **capital expenditure will be customer-facing and in support of the enhancement of the customer experience**

Capex intensity (capital expenditure as a % of revenue)



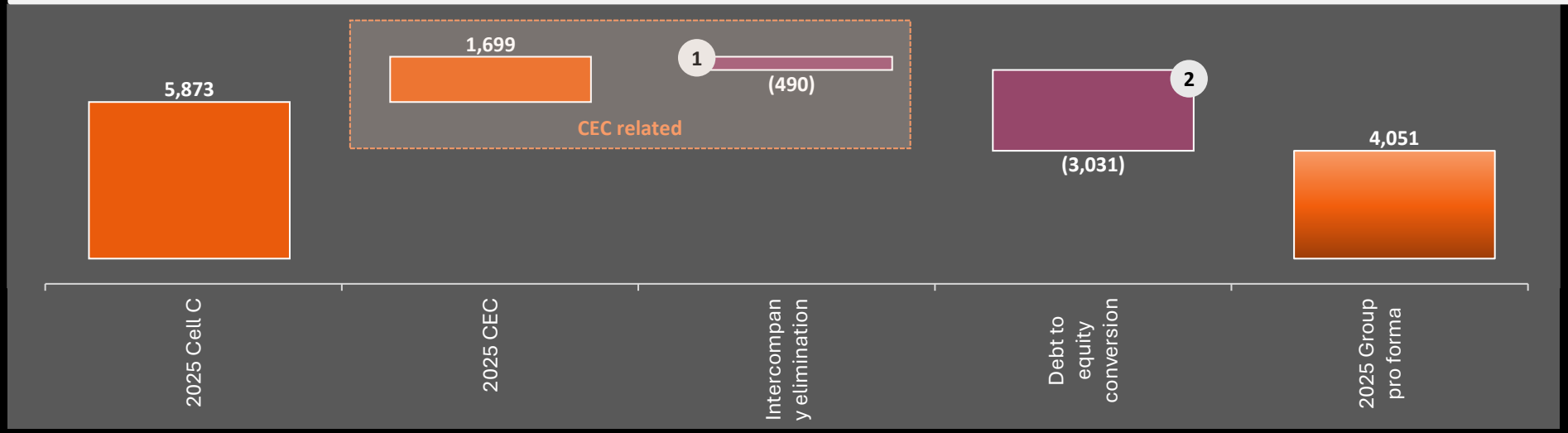
Source: Group financial information

1. ROIC calculated as net profit after tax divided by total invested capital. Total invested capital comprises total equity and interest bearing liabilities less cash and cash equivalents
2. Peer revenue and capital expenditure calendarised to 31 May 2025
3. Calculated by dividing capital expenditure of R1,067m by revenue of R10,703m in the financial year ended December 2022
4. Calculated by dividing capital expenditure of R604m by revenue of R11,310m in the financial year ended December 2023
5. Figures in local currency, as reported

Debt evolution to position the business for long-term growth

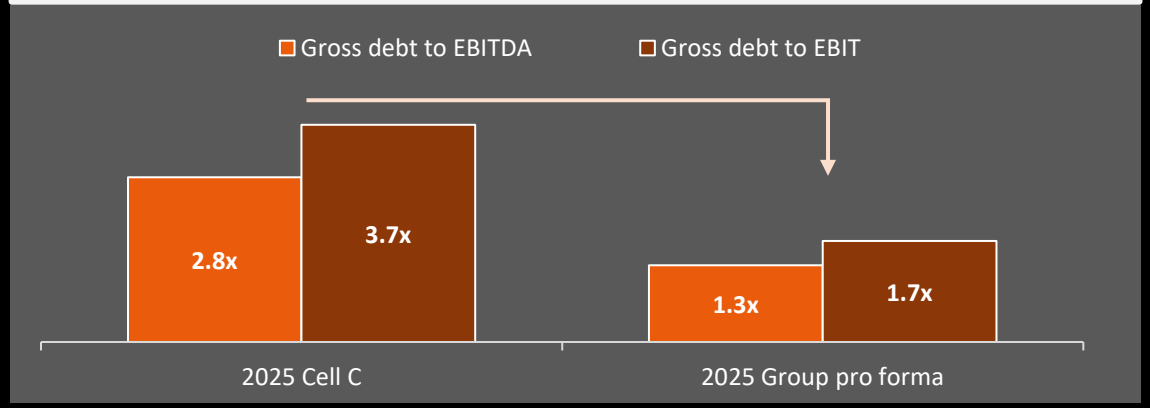
The pre-listing restructuring of the business materially strengthens the financial position, with a material reduction in interest bearing and lease liabilities

Gross debt: interest bearing borrowings and lease liabilities (current and non-current)[1] (R'm)

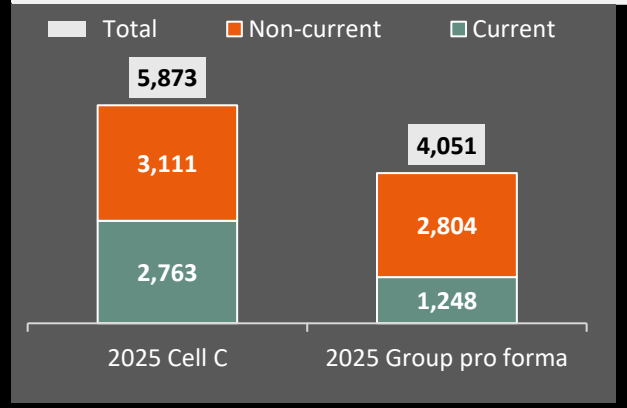


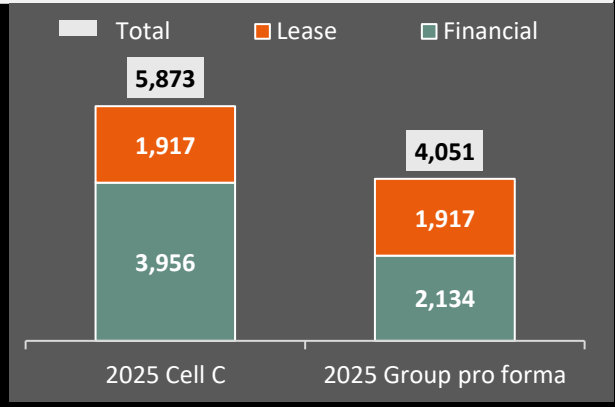
1. Elimination of intercompany interest-bearing loans (current and non current) relating to CEC
2. The conversion of certain TPC claims[2] against Cell C into convertible instruments that will be converted into Cell C shares at face value

Leverage ratios



Gross debt mix[3]





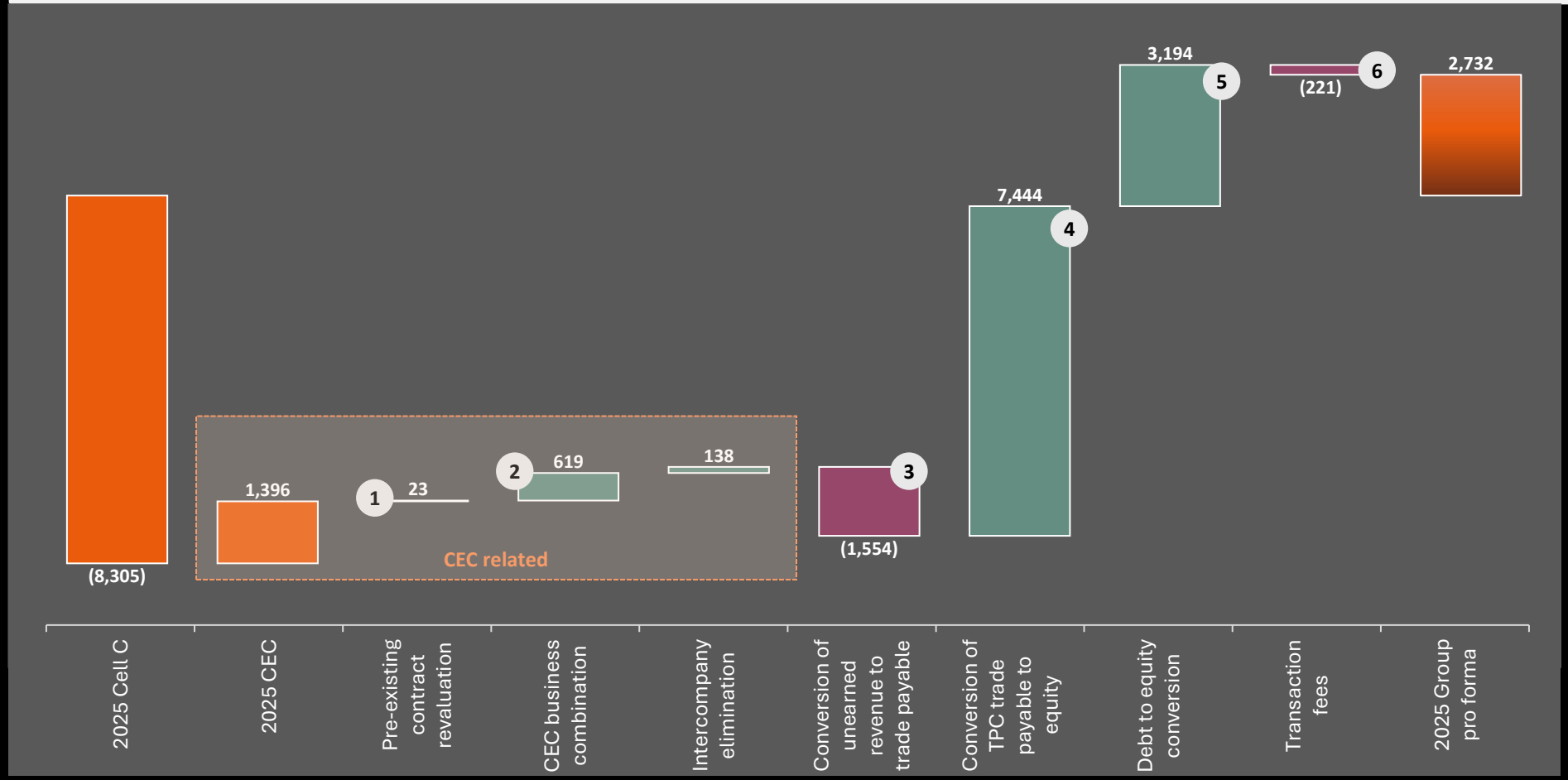
Source: Group financial information

1. Gross debt calculated as both current and non-current interest bearing liabilities and financial leases
2. Claims include The Prepaid Company ("TPC") recapitalised loan 1, TPC reinvested debt loan 2, TPC, Nedbank loan and Gramercy loan
3. Debt mix including current and non-current interest bearing liabilities and financial leases

Progression of Equity to a positive balance

The Group pre-IPO restructure complemented by the combination of CEC, ensures a robust balance sheet ahead of a potential IPO

Equity (R'm)



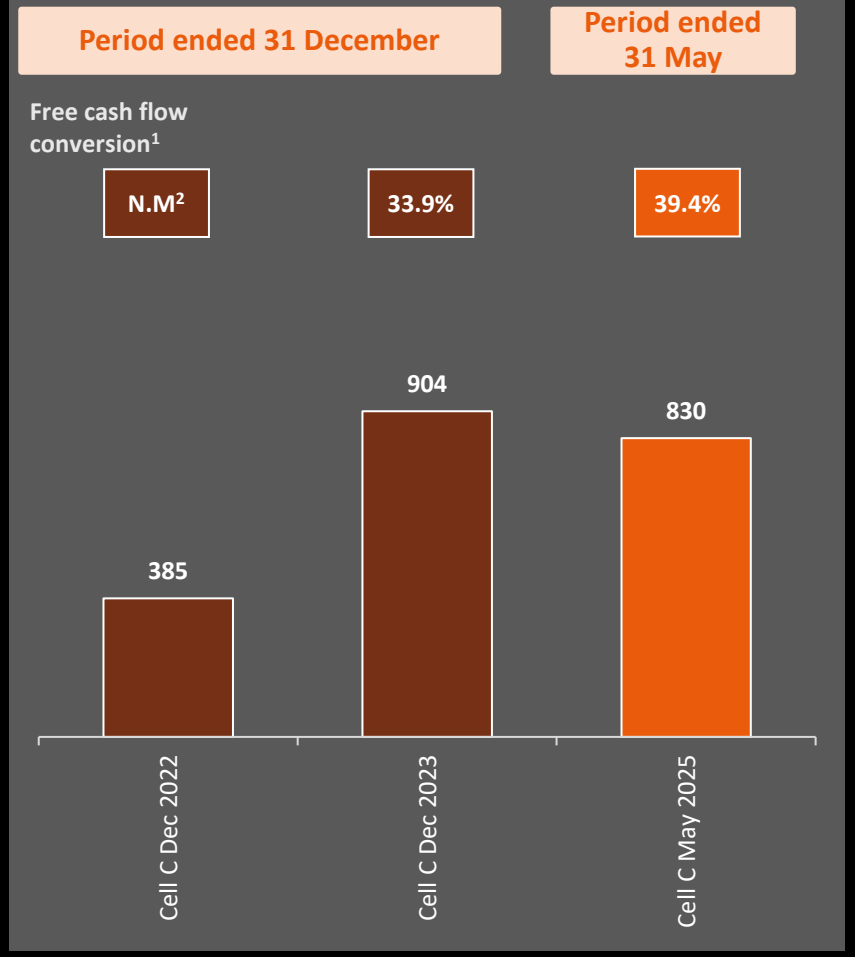
1. Updated valuation of pre-existing contracts under the business combination of CEC and Cell C
2. Cell C will acquire the shares of CEC from TPC for R2.15bn . The resultant adjustment derives from a purchase price allocation exercise
3. Discount expense on the buy back of unearned revenue from TPC
4. Conversion of the trade payable balance as a result of the stock buy-back into share capital
5. Settlement of TPC loan claims at face value (R3.6bn) less the accelerated interest cost (R0.4bn)
6. Advisory and other fees related to the pre-IPO restructure transactions and the IPO process. No tax deduction assumed

Source: Group financial information

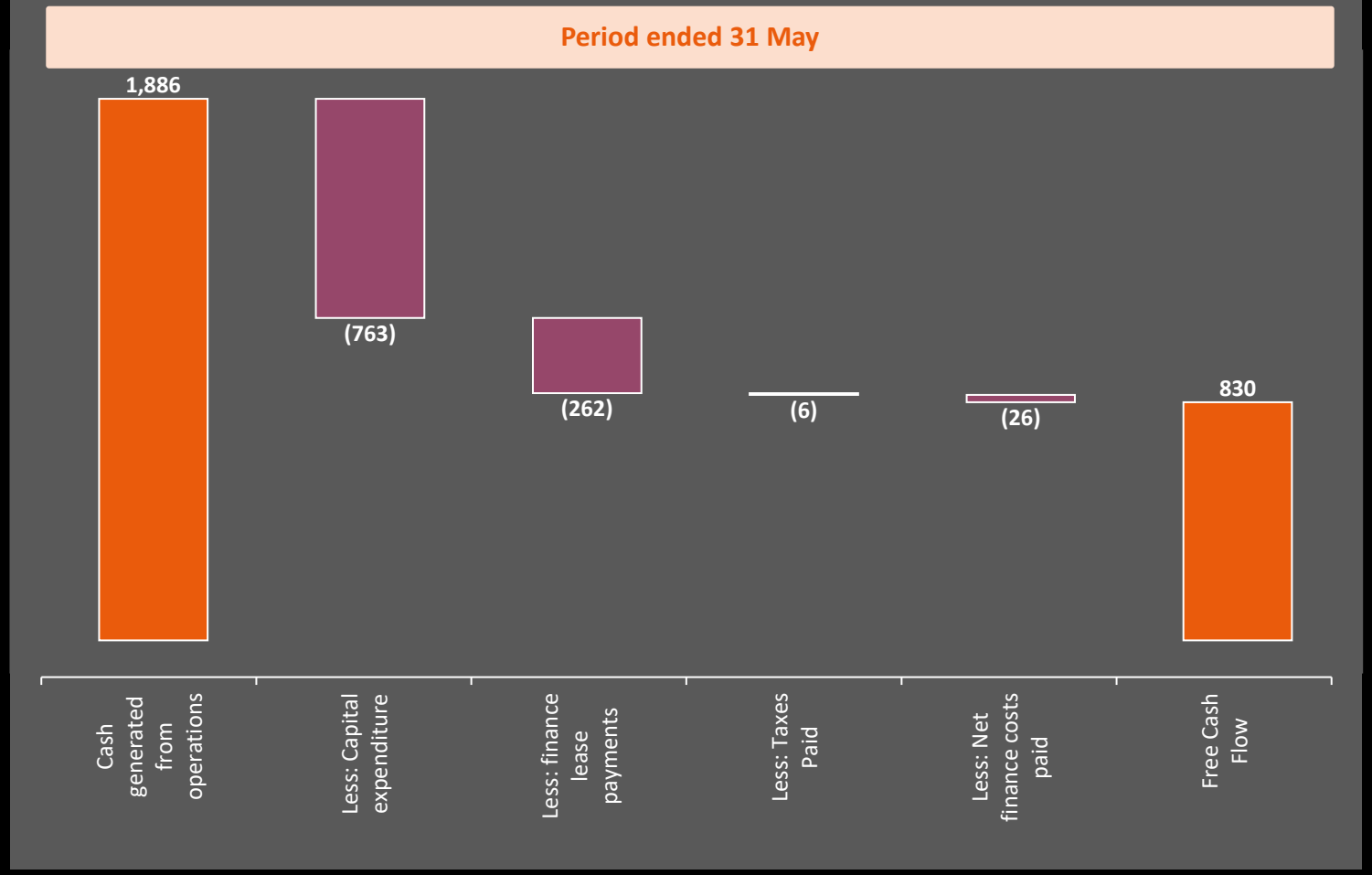
Sustainable free cash flow the result of the operating model

Cell C has enhanced its ability to deliver free cash flow over the period

Cell C free cash flow conversion (R'm)



Bridge to free cash flow from cash from operations for the period ended 31 May 2025 (R'm)



Source: Group financial information

1. Free cash flow conversion calculated as free cash flow as a % of EBITDA
2. EBITDA excluding the impact of the once off gains and other income of R7,651m from the September 2022 restructure relating to the settlement of liabilities

Other financial items for consideration

Intercompany transactions with Blu Label

- Blu Label will remain a significant shareholder and trusted partner of the Group going forward
- All transactions between the Group and Blu Label are currently and will going forward be conducted on an arm's length basis
  - In addition, previous management fee structures payable will no longer be required

Employee Share Option Plan

- The Group may implement an ESOP prior to or post the proposed listing
- The terms and conditions are still being finalised, including those terms relating to the quantum of the ESOP, the vesting period and the vesting nature of the scheme

Spectrum auctions

- Future spectrum allocations and process have not been disclosed to date
- Any participation by the Group in any spectrum auctions will be considered in line with the Group's capital allocation framework as required

Deferred tax asset

- In the financial year ending 31 May 2025, Cell C recognised a net deferred tax asset of R2.0 billion, which was primarily attributable to the recognition of previously unrecognised assessed losses

Source: Group financial information



Outlook and Guidance

Summary of Cell C's financial outlook

New capital structure aligned to support Cell C's business model

	Detail	Near term	Medium term
Net revenue growth[1]	• Increased subscriber growth across mobile • Improved ARPU, driven by a high-value customer model across prepaid and postpaid • Growth in wholesale revenue through MVNO customers and enterprise opportunities	• Low to mid single digits	• Mid single digits
EBITDA margin	• Growth in margin accretive revenue segments • Costs to grow in line with market and business needs to support growth • Continued operational cost control measures and further efficiencies to be realised	• Low twenties	• Mid twenties
EBIT margin	• Reducing depreciation as a % of revenue over time	• Around mid teens	• Mid to high teens
Capital intensity ratio	• Continued focus on a capex-light operating model • Capex going forward to be customer-facing and focused on the customer experience	• Mid single digits as a % of revenue	• Low to mid single digits as a % of revenue
Capital structure	• Market-appropriate dividend policy targeted • Ongoing commitment to sustainable leverage	• Dividend payout of 30 - 50% of free cash flow	• Dividend payout of 30 - 50% of free cash flow • <1.0x net debt to EBITDA

1. Please note that the revenue growth relates to net revenue growth. South African Telecommunication peers disclose gross revenue guidance instead of net revenue growth. The net revenue relates to Cell C's gross revenue (eg. voice, data, SMS, equipment sales, wholesale) less discounts

Appendix

Basis of preparation

Financial reporting framework

Basis of preparation[1]

Consolidation framework	• Consolidated financial statements prepared under IFRS on a going concern basis • All financial information shown for the reporting period begins on 1 June and ends on 31 May, unless stated otherwise[1]. Reporting period information for the periods ending 31 May 2023 and 2024 have been reviewed and not audited • Cell C Limited ("**Cell C**") and Comm Equipment Company Proprietary Limited ("**CEC**") are standalone entities, which together with their subsidiaries will form Cell C Holdings Limited (together, the "**Group** ")
Currency & frequency	• South African Rand is the Group's functional and reporting / presentation currency • The Group will report results on a semi-annual basis (Interim financial information: 30 November; Full financial year: 31 May)
Pro forma adjustments	• Pro forma adjustments account for certain events post 31 May 2025 which have a material impact on the pre-listing structure of the Group • Pro forma adjustments apply to Group financial figures and have been applied to figures extracted, without adjustment, from the audited financial statements of Cell C and CEC for the year ended 31 May 2025 ("**pro forma**" or "**Group pro forma**")

Segments	• **Service Revenue:**
	  ○ **Prepaid**: Revenue from customers who pay upfront for mobile services
	  ○ **Postpaid**: Revenue from customers who are billed monthly for mobile services, typically under contract
	  ○ **Wholesale**: Revenue from partnerships with MVNOs and bulk service resellers
	  ○ **Roaming and other**: Revenue from Roaming, Fiber to the Home ("**FTTH**"), Enterprise and Sundry services
	• **Equipment**: Revenue from the sale of handsets and other hardware related goods

Other	• Peer information is shown as reported in the latest available disclosure, unless otherwise stated • Peers shown on an unnamed but consistent basis (i.e. Local Peer 1 is the same entity throughout)

Source: Group financial information

1. Historically the fiscal period began on 1 January and ended on 31 December but the company undertook a financial year end change in the 2024 reporting period. All financial information contained herein is shown for the reporting period rather than the fiscal period, unless otherwise stated

Ongoing financial disclosure

Disclosure strategy going forward, including financial metrics and KPIs on an IFRS and non-IFRS basis

Ongoing financial disclosure

Financial Metrics	Service[1]	Equipment	Group
Net revenue	✓	✓	✓
EBITDA[2]	-	-	✓
EBITDA margin	-	-	✓
EBIT[3]	-	-	✓
EBIT margin	-	-	✓
Net income	-	-	✓
Free cash flow	-	-	✓
Free cash flow conversion	-	-	✓
Return on invested capital ("ROIC")[4]	-	-	✓
Headline earnings per share	-	-	✓

KPIs

Operational KPIs	Service[1]	Equipment	Group
Subscriber numbers and growth	✓	-	✓
Average Revenue Per User ("ARPU")[5,6] and growth	✓	-	✓
– *Blended ARPU*	✓	-	✓
– *Prepaid ARPU*	✓	-	✓
– *Postpaid ARPU*	✓	-	✓
Data traffic growth	✓	-	✓

Source: Group financial information

1. Service is split into Prepaid, Postpaid, Wholesale and Other. Revenue will be shown across all 4 segments but KPI disclosure will pertain only to Prepaid and Postpaid
2. Defined as profit before net finance costs, equity-accounted profit and tax as reported, plus depreciation on property, plant and equipment and right-of-use assets and amortisation on intangible assets
3. Defined as EBITDA less depreciation and amortisation costs
4. ROIC calculated as net profit after tax divided by total invested capital. Total invested capital comprises total equity and net debt less cash and cash equivalents
5. ARPU has been calculated in line with industry standards at period as revenue divided by the relevant subscriber base
6. Numbers exclude MVNO metrics

Distilling financial performance

Key financials	*Units*	May 2023 Cell C	May 2024 Cell C	May 2025 Cell C	May 2025 Group Proforma	CAGR
Total revenue	**R'm**	10,650	10,854	11,138	13,714	**13.5%**
YoY growth	*%*	-	*1.9*	*2.6*	*26.4*	-
EBITDA	**R'm**	1,291[2]	1,983	2,104	3,121	**52.5%**
Margin	*%*	*12.1*	*18.3*	*18.9*	*22.8*	-
YoY growth	*%*	-	*53.6*	*6.1*	*57.4*	-
EBIT	**R'm**	(241)[2]	1,408	1,597	2,371	**N.M.[1]**
Margin	*%*	*(2.3)*	*13.0*	*14.3*	*17.3*	-
YoY growth	*%*	-	*684.2*	*13.4*	*68.4*	-
Net profit	**R'm**	(3,009)[2]	303	2,217	2,531	**N.M.[1]**
Margin	*%*	*(28.3)*	*2.8*	*19.9*	*18.5*	-
YoY growth	*%*	-	*110.1*	*631.7*	*735.4*	-
		December 2022 Cell C	**December 2023 Cell C**	**May 2025 Cell C**	**May 2025 Group Proforma**	**CAGR**
Capital expenditure	**R'm**	1,067	604	778	778	**(14.6%)**
Capex intensity	*%*	*10.0[3]*	*5.3[4]*	*7.0*	*5.7*	-

Source: Group financial information
1. The data point is not interpretable due to transitioning from negative to positive values
2. Figures exclude the impact of the once off gains and other income of R7,651m from the September 2022 restructure relating to the settlement of liabilities
3. Calculated by dividing capital expenditure of R1,067m by revenue of R10,703m in the financial year ended December 2022
4. Calculated by dividing capital expenditure of R604m by revenue of R11,310m in the financial year ended December 2023

Detail on the 2025 Group pro forma bridge

Pro forma income statement	*Units*	2025 Cell C standalone	2025 CEC standalone	1 Conversion of unearned revenue	2 CEC business combination	2 Intercompany elimination	3 Management structure	4 Transaction fees	5 Discontinuation of TPC airtime sale agreement	Total restructuring adjustments	2025 Group pro forma
Total revenue	**R'm**	**11 138**	**2 849**	**(24)**	**300**	**(1 035)**	**-**	**-**	**487**	**(272)**	**13 714**
Net service revenue	R'm	11 019	515	(24)	300	(728)	-	-	487	35	11 569
Equipment revenue	R'm	119	2 333	-	-	(307)	-	-	-	(307)	2 145
Direct expenses	**R'm**	**(7 721)**	**(1 996)**	**24**	**(280)**	**2 082**	**-**	**-**	**-**	**2 386**	**(7 331)**
Gross profit	**R'm**	**3 417**	**853**	**-**	**580**	**1 047**	**-**	**-**	**487**	**2 114**	**6 383**
Operating expenses	R'm	(2 632)	(732)	-	64	(24)	(206)	(221)	-	(387)	(3 750)
Other income	R'm	1 319	4	-	-	(836)	-	-	-	(836)	488
EBITDA	**R'm**	**2 104**	**125**	**-**	**644**	**187**	**(206)**	**(221)**	**487**	**891**	**3 121**
Depreciation and amortisation	R'm	(508)	(2)	-	(240)	-	-	-	-	(240)	(750)
EBIT	**R'm**	**1 597**	**123**	**-**	**403**	**187**	**(206)**	**(221)**	**487**	**650**	**2 371**

1 As it relates to the conversion of TPC unearned revenue to trade payable, there was a correction for breakages previously recognised. The impact is a decrease in service revenue along with a correlating decrease in direct expenses, resulting in a net zero impact on gross margin

2 Pro forma adjustments for 2025 related to the CEC business acquisition relate to the following:

- The CEC business combination results in a R300m increase in service revenue due to a reduction in BLU management fees as well as a decrease in operating expenses of R64m as a result of reduced BLU marketing fees in 2025
- Intercompany elimination relates to previous intercompany recoveries between Cell C and CEC which are now eliminated and result in a R187m increase in EBITDA in 2025

3 TPC has elected to transfer 4.5% of its shares in Cell C to Cell C management in order to ensure they are appropriately incentivised. This results in a R206m non-cash operating expense

4 Advisory and other fees related to the pre-IPO restructure transactions and the IPO process which shall be payable on completion of the IPO

5 In 2025, the effective discount on the sale of prepaid airtime was above the expected average and as such the discount costs have been reduced in order to account for the variance. This results in a once-off adjustment to increase profits

Source: Group financial information

Legal Disclaimer

Confidentiality Notice:

THIS PRESENTATION AND ITS CONTENTS ARE STRICTLY CONFIDENTIAL AND ARE NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO OR FROM THE UNITED STATES (EXCEPT TO A LIMITED NUMBER OF QIBS (AS DEFINED BELOW)), AUSTRALIA, CANADA AND JAPAN OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION WOULD BE UNLAWFUL OR TO ANY OTHER PERSON. THIS PRESENTATION IS NOT AN OFFER OR INVITATION TO BUY OR SELL SECURITIES IN ANY JURISDICTION.

Important Notice:

Please read the following before continuing. The following applies to this document, which has been prepared by Blu Label Unlimited Group Limited ("BLU") and Cell C Limited ("Cell C"), strictly for discussion purposes in relation to Cell C, its subsidiaries, any newly incorporated company that may be established as the holding company of Cell C ("Listco") and certain direct and indirect subsidiaries of BLU that will form part of the broader Cell C business (collectively, the "Cell C Group"), the oral presentation of the information in this document by BLU, Cell C or any person on their behalf, and any question-and-answer session that follows the oral presentation (collectively, the "Information"), and for informational purposes only. It does not purport to contain all information that would be required to evaluate the Cell C Group and/or its financial position. The Information does not constitute a recommendation regarding any loans or securities of any member of the Cell C Group. Any failure to comply with the restrictions set out herein may constitute a violation of applicable securities laws or may result in civil, administrative or criminal liabilities. By attending the presentation to which this presentation relates (whether in person or otherwise), by receiving the Information or by reading this presentation, you agree that you will not distribute, disclose or provide any Information to any other person and you agree to be bound by the limitations set out herein.

BLU and Cell C have engaged FirstRand Bank Limited (acting through its Rand Merchant Bank division) ("RMB"), Morgan Stanley & Co. International plc ("Morgan Stanley") and Investec Bank Limited, acting through its Investment Banking division ("Investec", together with RMB and Morgan Stanley, the "Banks") to facilitate a possible offering of securities in and listing of Listco and to make presentations to potential investors. This document is intended for presentations to potential investors. The Banks are facilitating the presentations but are not acting as financial advisers to the investors. This document is not intended for distribution outside of this context. No investment advice is being provided in this document or these presentations, and the information should not be relied upon for making investment decisions.

This document is not, and should not be construed as, a prospectus or offering document, and has not been reviewed or approved by any regulatory or supervisory authority. The Information contained herein is for general information purposes only and does not constitute or form part of any offer or invitation to sell or issue, any offer or inducement or invitation or commitment to purchase or subscribe for, or any solicitation of any offer to purchase or subscribe for, any shares in BLU, Cell C or any member of the Cell C Group or securities in any other entity, nor shall it or any part of it, nor the fact of its distribution, form the basis of, or be relied on in connection with, any contract or investment decision in relation thereto in any jurisdiction. BLU, Cell C, Listco and the Banks will not be responsible for any decisions made based on this document or the presentations.

No decision has been taken whatsoever to proceed with any offering of securities. There will be no obligation on BLU or any member of the Cell C Group to announce or proceed with any offering or other transaction (or part thereof). Such a decision would be taken only after assessing a number of criteria, including feedback and prevailing market conditions. No orders are being taken at this time. If any offering of securities were subsequently to be made, no investment decision should be made except solely on the basis of information in an appropriate offer document if one were to be published by BLU, Cell C or any member of the Cell C Group in the future in connection with any offering of securities.

No financial advice or responsibility:

None of the Banks provide legal, tax or accounting advice and you are strongly advised to consult your own independent analysis of all relevant data provided in any offer document and you are advised to obtain independent expert advice as to the legal, tax, accounting, financial, credit and other related aspects before making any investment decision. This document does not constitute and should not be considered as any form of financial opinion or recommendation by the Banks or any of their affiliates. Neither BLU nor any member of the Cell C Group is under any obligation to update this document, to provide the recipient with access to any additional information, to keep it current, or to correct any inaccuracies in any such Information, including any financial data or forward-looking statements.

None of the Banks or any of their respective affiliates have independently verified any of the information contained in this document. No representation or warranty, express or implied, is given by or on behalf of BLU, any member of the Cell C Group or their subsidiaries or affiliated undertakings, or the Banks or their respective affiliates or any of the aforementioned persons' shareholders, agents, advisers, representatives, directors, officers or employees ("Representatives") or any other person as to, and no reliance should be placed on, the fairness, accuracy, completeness or verification of the Information or the opinions contained in this document or any other statement made or purported to be made in connection with BLU, Cell C or the Cell C Group, for any purpose whatsoever, including but not limited to any investment considerations, and no liability is accepted for any such Information, opinions or other statements. BLU, the Cell C Group C and the Banks, and each of their respective Representatives, expressly disclaim all and any responsibility and liability whatsoever, whether arising in tort/delict, contract or otherwise, for any errors, omissions or inaccuracies in this document or for any loss, cost or damage suffered or incurred howsoever arising, directly or indirectly, from any use of this document or the information herein. The information presented in this document is preliminary and subject to updates, revisions, amendments and changes without notice. The information contained in this document supersedes any prior presentation or conversation concerning BLU, Cell C or the Cell C Group. Any information, representations or statements not contained herein shall not be relied upon for any purpose. This document is not a research report and was not prepared by the research departments of the Banks, or any of their affiliates.

Market data/industry information

BLU, the Cell C Group and/or the Banks have obtained market data and certain industry information used in this document from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications. This presentation also contains statistics, data and other information relating to addressable markets, market shares, market positions and other industry data pertaining to the Cell C Group and markets that have been derived from third party sources. Market statistics and industry data and statistics are inherently unpredictable and subject to uncertainty and not necessarily reflective of actual market conditions. While BLU and the Cell C Group believe that such data and other information has been prepared by a reputable source, neither BLU nor any member of the Cell C Group nor any of their Representatives has independently verified the data contained therein. In addition, certain of the statistics, data and other information relating to addressable markets, market shares, market positions and other industry data contained in this presentation come from BLU and/or the Cell C Group's own internal research and estimates based on the knowledge and experience of BLU and the Cell C Group's management in the markets in which BLU and/or the Cell C Group operates. While BLU and the Cell C Group believe that such research and estimates are reasonable, they, and their underlying methodology and assumptions, have not been verified by any independent source for accuracy or completeness and are subject to change and correction without notice. Accordingly, reliance should not be placed on any of the industry, market or competitive position data contained in this presentation. Industry publications generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information are not guaranteed. Similarly, internal surveys, estimates and market research, while believed to be reliable, have not been independently verified, and BLU, the Cell C Group and the Banks do not make any representation as to the accuracy of such information and/or the veracity or appropriateness of research methodology, findings or information.

Certain financial and statistical information in this presentation has been subject to rounding off adjustments. Accordingly, the sum of certain data may not conform to the expressed total.

Legal Disclaimer

Financial information

The Information is subject to updating, revision, amendment, verification, correction, completion and change without notice. In providing access to the Information, none of BLU, the Cell C Group, the Banks or any of their respective Representatives or any other person undertakes any obligation to provide the attendees or recipients with access to any additional information or to update the Information or to correct any inaccuracies in any such Information, including any financial data or forward-looking statements. No statement in this presentation is intended to be nor may be construed as a profit estimate or forecast. The Information should be considered in the context of the circumstances prevailing at the time and has not been, and will not be, updated to reflect material developments which may occur after the date thereof. The Information is only preliminary and indicative and does not purport to contain any information that would be required to evaluate BLU, Cell C, the Cell C Group or their respective financial position and/or any investment decision. The inclusion of such financial information in this presentation or any related presentation should not be regarded as a representation or warranty by BLU, Cell C any member of the Cell C Group or the Banks or any of their respective Representative or any other person as to the accuracy or completeness of such information's portrayal of the financial condition or results of operations by BLU, Cell C or the Cell C Group and should not be relied upon. This presentation includes several key financial and operating measures to track the performance of the Cell C Group's business. None of these items are a measure of financial performance under generally accepted accounting principles, including IFRS, nor have these measures been reviewed by an external auditor, consultant or expert. These measures are derived from management information systems. As these terms are not determined in accordance with generally accepted accounting principles, thus being susceptible to varying calculation, the measures presented may not be comparable to other similarly titled measures terms used by others. Past performance of the Cell C Group cannot be relied on as a guide to future performance. Nothing in this presentation is to be construed as a profit forecast.

Forward-looking statements & liability disclaimer:

This presentation may contain forward looking statements, which are based on current expectations and projections about future events. These statements may include, without limitation, any statements preceded by, followed by or including words such as "target", "believe", "expect", "aim", "intend", "may", "anticipate", "estimate", "plan", "project", "will", "can have", "likely", "should", "would", "could" and any other words and terms of similar meaning or the negative thereof. These forward-looking statements are subject to risks, uncertainties and assumptions about BLU, and the Cell C Group and their investments, including, among other things, the development of its business, strategy, trends in its operating environment, and future capital expenditures and acquisitions. In light of these risks, uncertainties and assumptions, the events in the forward-looking statements may not occur. No representation or warranty is made that any forward-looking statement will come to pass. No one undertakes to update, supplement, amend or revise any such forward looking statement.

Confidentiality and restrictions on use:

The Information is confidential and is intended only for the persons to whom it is transmitted for the purposes of evaluating the Cell C Group. You agree not to disclose any Information except as may be required by law. The Information and this document may not be reproduced, redistributed, published or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. Failure to comply with these restrictions may constitute a violation of applicable securities laws. If this document has been received in error, it must be returned immediately to BLU and Cell C. By accepting and reading this document, you will be deemed to agree not to disclose any information contained herein except as may be required by law. Your obligations set out in this notice will continue in respect of the information (or any portion thereof) until such time as, and then only to the extent that, any such information (or such portion thereof) is made available to the public.

The Information is and remains strictly confidential until such Information is or becomes public or is no longer confidential otherwise than as a result of your conduct.

The information in this document may constitute specific, non-public information in relation to BLU which, if made public, could have a material effect on the price of publicly traded securities and which could therefore qualify as "inside information" for purposes of the Financial Markets Act, 19 of 2012, as amended and/or "price sensitive information" for purposes of the Listings Requirements of the JSE Limited and the information is therefore subject to applicable restrictions, requirements and laws regarding its dissemination and use, until such time as it is made public.

Legal restrictions and jurisdictional limitations

US / Australia / Canada / Japan / General

Neither BLU nor Cell C nor any member of the Cell C Group intends to register any securities that they may offer under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or to conduct a public offering of any securities in the United States, and any securities which they may be the subject of any offering have not been and will not be registered under the Securities Act and any such securities may not be offered or sold in the United States absent registration under the Securities Act or an available exemption from it. Neither this document nor any copy of it may be taken or transmitted into the United States (except to a limited number of qualified institutional buyers ("QIBs") as defined in Rule 144A under the Securities Act), Australia, Canada or Japan or to any securities analyst or other person in any of those jurisdictions. Any failure to comply with these restrictions may constitute a violation of United States, Canadian, Australian or Japanese securities laws. This document does not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States, Canada, Australia, Japan or any other jurisdiction in which it would be unlawful to do so or to any person to whom it would not be lawful. There will be no public offer of securities in any jurisdiction. Neither this document nor any part or copy of it may be taken, transmitted, released or distributed, directly or indirectly, in or into the United States (as that term is defined in Regulation S under the Securities Act), Canada, Australia or Japan or any jurisdiction in which it would be unlawful to do so. Any failure to comply with this restriction may constitute a violation of United States federal or state securities laws, or the securities laws of Canada, Australia or Japan. You are required to inform yourself of, and comply with, all such restrictions and prohibitions and neither BLU, Cell C nor any other member of the Cell C Group accepts liability to any person in relation thereto.

South Africa

The Information does not constitute or form a part of any offer or an invitation or solicitation or advertisement to purchase and/or subscribe for any securities as defined in and/or contemplated by the South African Companies Act, 71 of 2008 (as amended) (the "Companies Act") in South Africa, including an offer to the public for the sale of, or subscription for, or an invitation or the solicitation of an offer to buy and/or subscribe for, any securities (as defined in the Companies Act) or otherwise and will not be distributed to any person in South Africa in any manner that could be construed as an offer to the public as contemplated in the Companies Act. Accordingly, this document does not, nor does it intend to, constitute a "registered prospectus" or an advertisement relating to an offer to the public, as contemplated by the Companies Act. In South Africa, this document is only addressed at selected investors falling within one of the specified categories listed in section 96(1)(a) of the Companies Act ("South African Qualified Investors"). Consequently, this document does not, nor is it intended to, satisfy any of the requirements of the Companies Act with respect to a registered prospectus and no prospectus has been, or will be, filed with any regulatory authority, including the South African Companies and Intellectual Property Commission. In particular, this document should not be considered as "advice" as defined in the South African Financial Advisory and Intermediary Services Act, 37 of 2002, as amended ("FAIS Act") and should not be construed as an express or implied recommendation, guide or proposal that any transaction, or in relation to the business or future investments of BLU, Cell C and/or the Cell C Group, is appropriate to the particular investment objectives, financial situations or needs of any person. Further, nothing in the Information should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa. Accordingly, by attending any presentation in which this document is made available or by otherwise receiving the information contained herein, you represent that you are able to receive this document without contravention of any legal or regulatory restrictions applicable to you and will not use the information contained herein in relation to any investment decision. Neither BLU nor any member of the Cell C Group is a financial services provider licensed as such under the FAIS Act.

EEA / United Kingdom

In the European Economic Area, the Information is only addressed to and directed at persons who are "qualified investors" within the meaning of the Prospectus Regulation (Regulation (EU) 2017/1129) ("Qualified Investors"). In the United Kingdom, the Information is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended) as it forms part of assimilated law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 who are: (i) persons having professional experience in matters relating to investments falling under Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The Information must not be acted or relied on (i) in the United Kingdom, by persons who are not Relevant Persons and (ii) in any member state of the European Economic Area by persons who are not Qualified Investors.

Representation, warranty and undertaking

In attending the presentation to which this document relates and/or by receiving or accessing this document, you have understood and agree to be bound by the foregoing limitations and, in particular, will be taken to have represented, warranted and undertaken to BLU and the Cell C Group that: (i) you have read and agreed to comply with the contents of this notice; (ii) you will not at any time have any discussion, correspondence or contact concerning the information contained herein with any of the directors or employees of BLU or any member of the Cell C Group, nor with any of their respective suppliers, customers, sub-contractors or any governmental or regulatory body without the prior written consent of BLU or Cell C, as the case may be; (iii) you are able to receive this document without contravention of any legal or regulatory restrictions applicable to you and will not use the information herein in relation to any investment decisions; and (iv) you are (a) outside the United States (as defined in Regulation S of the Securities Act) or (b) a QIB and if in South Africa, you are a South African Qualifying Invesor.


Thank you!