

CORPORATE PROFILE

Nature of business

Blue Label Telecoms and its subsidiaries and associate companies' core business is the virtual distribution of prepaid secure electronic tokens of value and transactional services across its global footprint of touch points.

Its prepaid product offerings include airtime, electricity and bus ticketing. Other solutions provided include location-based services, cell phone content and mobile applications.

Transactions are processed through points-of-presence ranging from single entity retail outlets to national chain stores and petroleum forecourts in South Africa and in several countries beyond its borders.

The focus is on distribution in emerging markets where the products and services are of significant value to the unbanked and badly banked.

In-house proprietary technology to support the group's initiatives plays an integral role in supporting the rollout of its bouquet of products and services.

The group's stated strategy is to extend its global footprint of touch points, both organically and acquisitively and to fulfil the significant demand for the delivery of multiple prepaid products and services through a single distribution base via various delivery mechanisms.

CORPORATE THUMBNAIL

Why do consumers use prepaid products and services?

- Prepaid products and services are the ultimate budgeting tool, as consumers have absolute choice and control over what they spend.
- The majority of prepaid transactions are cash based and using prepaid removes the requirement for credit checks.
- Prepaid products and services can be conveniently topped up, either virtually or physically, as and when required by consumers.
- Prepaid products and services are sold across a broad footprint of traditional and non-traditional outlets.
- Prepaid products and services enable the world's unbanked consumers to transact efficiently.

IT'S OUR

CORPORATE THUMBNAIL continued

How does Blue Label Telecoms add value to its customers?

Within emerging and developing economies, the supply of products and services via prepaid channels is becoming an increasingly significant distribution model. This is because the distribution of physical product is often logistically difficult. A significant portion of the consumers within these markets are unbanked and badly banked and therefore transact in cash and many do not qualify for credit. Although they are unbanked and badly banked and don't qualify for credit, these consumers have cash and are now demanding equal access to first world products and services.

VISION, MISSION AND VALUES

Vision statement

To become the leading global distributor of secure electronic tokens of value and transactional services within emerging markets.

Mission statement

We exist to provide world-class prepaid product and service offerings to consumers within the middle and lower tiers of the world's economic pyramid. We aim to achieve this through the development and acquisition of cutting-edge technologies, the expansion of our global footprint of touch points and adherence to our core values of enduring relationships, entrepreneurship, innovation and respect.

ENDURING RELATIONSHIPS

- Valuing our customers as partners
- Empowering people

ENTREPRENEURSHIP

- Embracing opportunities
- Walking the talk



INNOVATION

- Moving forward with lessons learnt
- Forward thinking

RESPECT

- A member of the Blue Label family
- Interacting with mutual respect

OUR MARKETS AND BRANDS...



PRIME



Distribution of prepaid secure electronic tokens of value (e-tokens) to the South African wholesale and retail consumer markets.



 **START-UP**



Our proven business model and bouquet of product and technology offerings, enables customers to purchase prepaid airtime via multiple devices.



AIR



mibli™ powered by Microsoft OneApp™ is the group's most advanced on-phone service, aimed at the mobile generation. It marks the entry into the direct-to-consumer market.



mibbli
chat • play • rewards



PLAY

STRATEGIC AND OPERATIONAL HIGHLIGHTS

- International expansion into Nigeria, Mexico, United Kingdom and the United States of America
-

- Launch of mibli™ powered by Microsoft OneApp™ in August 2009
-

- Expansion of the bouquet of products and services
-

- Accolades:
 - The Prepaid Company was awarded Vodacom “Best Channel Partner” for the fourth year in succession
 - Number one prepaid distribution channel partner of Telkom for the past five years.
-

FINANCIAL HIGHLIGHTS



18%

Revenues*



16%

Net profit after tax*



19%

Headline earnings per share*



31%

Operating profit*



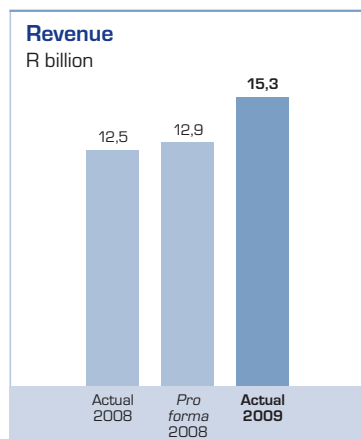
16%

Core earnings per share*

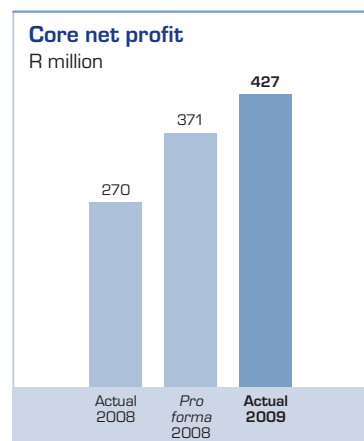
R667 million

Cash generated from operating activities

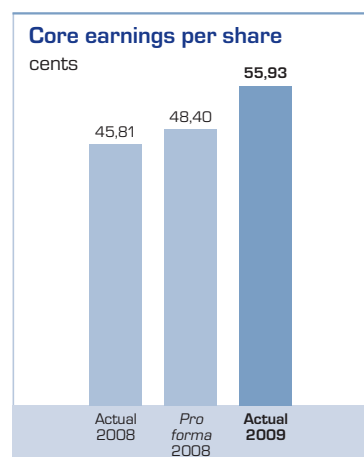
**When compared to core pro forma earnings.*



R15,3 billion



R427 million



55,93 cents

GROWTH TIME

GROUP STRUCTURE

BLUE LABEL TELECOMS

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South African distribution

- The Prepaid Company
 - Crown Cellular
- Ventury
 - Cigicell
- Matragon
 - Comm Express
- Kwikpay
- Virtual Voucher
- The Post Paid Company

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International distribution

- Gold Label
 - Oxigen Services India – 37,22%
 - Ukash – 16,9%
- Africa Prepaid Services – 72%
 - Africa Prepaid Services – DRC – 80%
 - Africa Prepaid Services – Mozambique – 90%
 - Africa Prepaid Services – Nigeria – 51%
- Blue Label Mexico – 70%
- Sharedphone – 50,1%
- Blue Label Australasia – 50,5%

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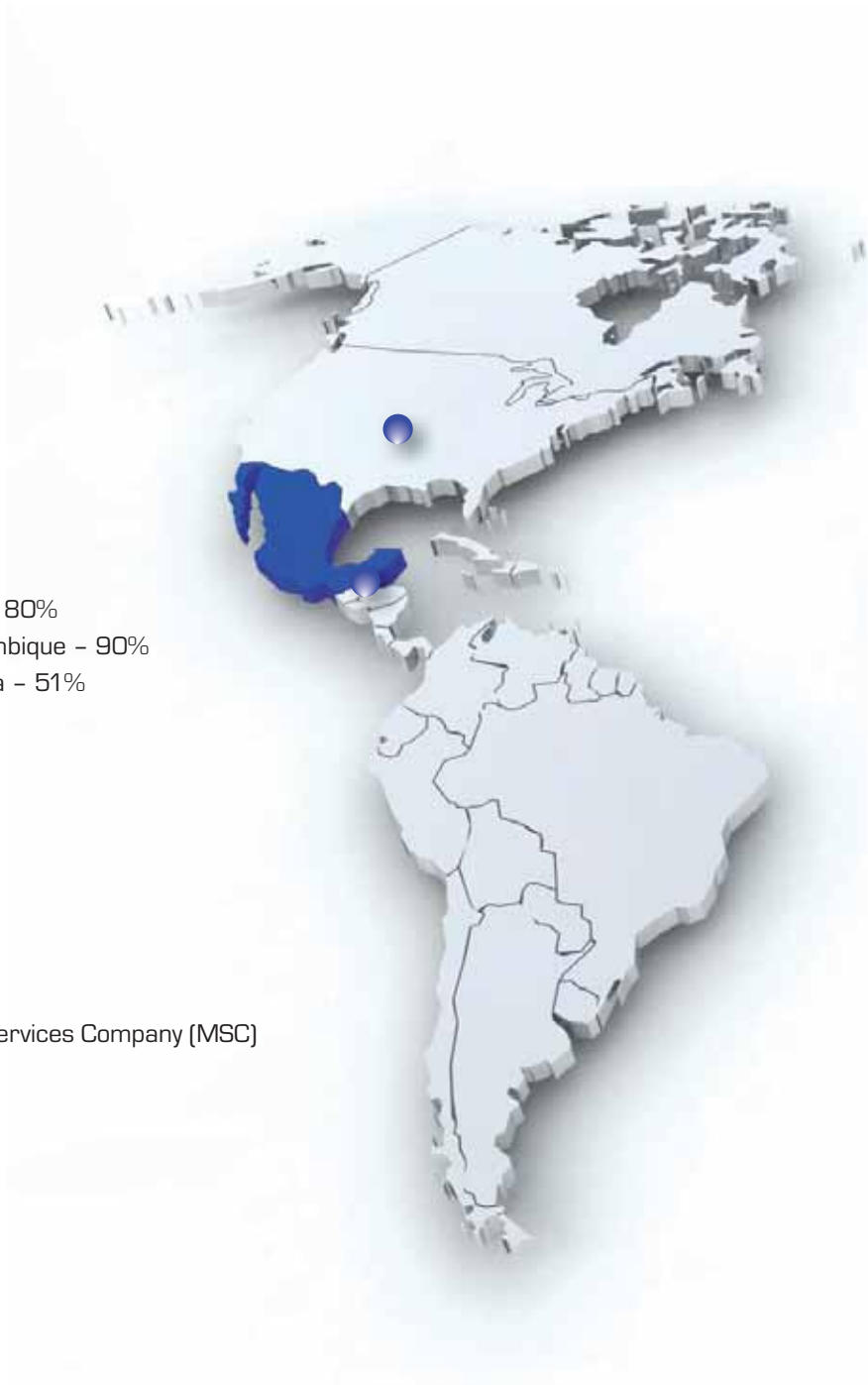
Technology

- Activi Technology Services
 - Transaction Junction – 60%
 - Activi Development Services
- Blue Label One Trading as Mobile Services Company (MSC)

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Value-added services

- Datacel
 - Velociti
 - CNS
- Cellfind
- Content Connect Africa



* 100% owned by Blue Label Telecoms unless otherwise stated

Global presence



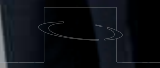
- Bricks and mortar
- Technology offerings

BOARD OF DIRECTORS

FROM LEFT TO RIGHT

Laurence (Larry) Nestadt
Brett Levy
Mark Levy
Mark Pamensky
David Rivkind
Gary Harlow
Herbert Cedrik Theledi
Joe Mthimunye
Lucy (Pani) Manage Tyalimpi
Neil Lazarus SC
Reitumetse Jackie Huntley
Sidney Ellerine
Peter Mansour*

**Not present at time of photo*





LABEL
COMS



BOARD OF DIRECTORS continued

Laurence (Larry) Nestadt

Independent non-executive chairman

(Born: 1950)

Larry has experienced a long and successful corporate career, both in South Africa and internationally. Larry is a co-founder and former executive director of Investec Bank Limited. He assisted in the creation and strategic development of a number of listed companies such as Capital Alliance Holdings Limited, Super Group Limited, Hosken Consolidated Investments Limited, SIB Holdings Limited and Global Capital Limited. In addition to having served as past chairman on the boards of these aforementioned companies, he is currently the executive chairman of Global Capital (Proprietary) Limited.

Larry has also served on the board of directors of Softline Limited, JCI Limited and Abacus Technologies Holdings Limited. Larry was a former director of the board on a number of non-listed companies, both internationally and locally, namely Stenham Limited (UK) and Prefsure Life Limited (AUS), the Pro Shop Group, Melrose Nissan, SellDirect Marketing (Proprietary) Limited, BCE Foodservice Equipment (Proprietary) Limited and Placo Holdings (Proprietary) Limited. Larry is a respected member of the South African business community. His strategic vision and experience contributes significantly to the board.

Brett Levy

Joint chief executive officer

(Born: 1975)

Brett has an impressive entrepreneurial history having founded and operated a number of small businesses from the early 1990s. During his career, Brett has been involved in a wide range of industries, including the distribution of fast moving consumer goods and insurance replacements for electronic goods. His business achievements have seen him secure a number of prestigious nominations and awards, including the ABSA Bank Jewish Entrepreneur of the Year Award (2003) and the ABSA Jewish Business Achiever Non-Listed Company Award (2007), which he won jointly with his brother Mark Levy. Brett was nominated as an Ernst & Young World Entrepreneur SA Finalist for 2007.

Mark Levy

Joint chief executive officer

(Born: 1971)

BCompt (UNISA)

Mark graduated with a BCompt degree from UNISA in 1993. After initially taking up a position as a commodity trader, Mark decided to pursue his goal of becoming an entrepreneur in earnest and has spent the past several years spearheading Blue Label Telecoms' impressive growth and international expansion. Together with his brother Brett Levy, Mark won the ABSA Jewish Business Achiever Non-Listed Company Award (2007). Mark was nominated as an Ernst & Young World Entrepreneur SA Finalist for 2007.

Mark Pamensky

Chief operating officer

(Born: 1972)

BCom (WITS), BCompt (Hons) (UNISA), CA(SA)

Mark completed his articles with PricewaterhouseCoopers Inc. before moving to the corporate finance department of Mercantile Bank. In 1999 he joined a boutique corporate advisory firm, Nucleus Corporate Finance before joining Blue Label Investments (Proprietary) Limited in 2001. Mark has played an integral role in the new business development and operational management of the Blue Label Telecoms group and much of its telecommunications footprint can be attributed to his strategic initiatives. Mark is a member of SAICA and the Young Presidents Organisation (YPO).

David Rivkind

Chief financial officer

(Born: 1972)

BAcc (UNISA), CA(SA)

David completed his articles at Papilsky Hurwitz and in 1999 joined Merrill Lynch International (UK) as a financial controller. David was employed by Credit Suisse for a brief period before his return to South Africa in 2002. David then became the financial director at Integr8IT (Proprietary) Limited prior to his appointment as the chief financial officer for Blue Label Investments (Proprietary) Limited where he contributed significantly to the rapid growth of the group. David is a member of the South African Institute of Chartered Accountants (SAICA).

Gary Harlow

Independent non-executive director

(Born: 1957)

BBusSci (Hons) (UCT), FCMA, CA(SA)

Gary matriculated in 1975 from the South African College School in Cape Town. After graduating from the University of Cape Town in 1979, he qualified as a Chartered Accountant (SA) in 1982, an Associate of the Chartered Institute of Management Accountants (UK) in 1983 and as a Fellow Chartered Management Accountant (UK) in 1996. After forging a career in merchant banking, Gary was appointed adviser to the finance department of the African National Congress in the early 1990's regarding developing black economic empowerment policy. In 1992, he played an instrumental role in the creation of Thebe Investment Corporation and also served as joint chief executive officer of Msele Corporate and Merchant Bank, South Africa's first black-controlled merchant bank.

Gary was appointed group chief executive officer of Unihold Limited in 1996, where he led the transformation from an engineering conglomerate holding company to an international IT and telecommunications focused group. Subsequent to leading a management buy-out, Unihold de-listed from the JSE in 2001. Gary has served on numerous private and public company boards, including three listed banking groups.

Herbert Cedrik Theledi

Non-executive director

(Born: 1964)

BCom (UNIN), HDip Ed (WITS)

Herbert matriculated from Thembeke High School in 1984. He later obtained a BCom degree from the University of the North. He currently serves as managing director and chairperson of Nthwese Investments Holdings Consortium (Proprietary) Limited. Herbert holds shares and directorships in various multi-faceted businesses operating in the property, warehousing, logistics, motor dealership and distribution industries. Herbert serves in several business and community forums in the country.

Joe Mthimunye

Independent non-executive director

(Born: 1965)

BCom (Zululand), BCompt Hons/GTA (UNISA), CA(SA)

Joe Mthimunye qualified as a Chartered Accountant in 1993. After working for KPMG, he joined Nampak Limited in the capacity of divisional accountant. In 1996, he co-founded Gobodo Incorporated, an accounting practice with eight other partners and it became the biggest black accounting firm in South Africa at the time. In 1999, he led a management buy-out of Gobodo Corporate Finance from the accounting firm and re-branded it as aloeCap (Proprietary) Limited. He currently serves as the executive chairman of aloeCap. He also serves on the board of directors of non-listed companies where aloeCap Private Equity is invested.

Lucy (Pani) Manage Tyalimpi

Independent non-executive director

(Born: 1962)

BCom (Hons) (UNISA), MBL (UNISA), Diploma in Investment and Portfolio Analysis

Pani is the divisional executive of the Development Bank of Southern Africa, largely responsible for the funding of municipality infrastructure programmes in the Eastern Cape, Mpumalanga and KwaZulu-Natal. Prior to working at the Development Bank of Southern Africa Pani worked for several financial institutions, including Public Investment Corporation (PIC) as the head of Isibaya Fund, being the private arm of the PIC for the funding of BEE transactions, infrastructure development in a socially responsible manner. She also worked for African Harvest Capital and ABN Amro, where she was employed in corporate advisory services. She currently serves on the board of directors of a number of companies and investment committees. Pani brings extensive market and investment knowledge to the board.

BOARD OF DIRECTORS continued

Neil Lazarus SC**Non-executive director**

(Born: 1958)

BA LLB (WITS)

Neil graduated from the University of the Witwatersrand in 1981 with a BA LLB degree. After completing his articles, he was admitted as an attorney in 1983. He was admitted as an advocate in 1984 and practised at the Johannesburg bar. He was appointed as senior counsel by President Mandela in 1998. He also served as an acting judge. As an advocate, Neil specialised in corporate restructures, mergers and acquisitions and was involved in significant corporate reorganisations both locally and internationally. Upon leaving the profession in 2000 he became a director of Corpcapital Limited where he established and participated in its corporate finance business. Neil discharged both corporate finance and legal mandates in respect of a number of local and international transactions.

In 2004 Neil became a legal and corporate finance adviser to Netcare Limited. He advised Netcare on its acquisition of the General Hospital group in the UK in 2006. Neil advised Blue Label Investments on its restructure in 2007 and played an important role in helping the group to achieve its listing in November 2007. Neil continues to render legal and corporate advisory services to the group.

He advises the board of directors of a number of listed and non-listed companies on strategic, legal and corporate finance matters. Neil has served on the boards of directors of a number of public and significant non-listed companies.

Reitumetse Jackie Huntley**Independent non-executive director**

(Born: 1962)

BProc, LLB (WITS)

Jackie is a practising attorney with the law firm Mkhabela Huntley Adekeye Incorporated. She obtained her BProc and LLB degrees from the University of the Witwatersrand and her Management Advance Programme (MAP) at Wits Business School. Jackie joined Gold Fields of South Africa Limited as a legal adviser in the commercial law department. She subsequently joined Nedbank Limited, where she spent four years.

Jackie has extensive experience in commercial and corporate law, including telecommunications law. She also worked extensively with issues pertaining to low cost housing and advised both the Department of Housing and various other institutions in the housing sector on housing policy issues and their legal aspects. Jackie is also a member of the Telkom board.

Sidney Ellerine* ***Non-executive director**

(Born: 1936)

Sidney served on the board of directors for Ellerine Holdings Limited until his retirement. He was also actively involved in the running of his family business, Ellerine Bros. (Proprietary) Limited, a company involved in the private equity and real estate industry.

Peter Mansour**Non-executive director**

(Born: 1970)

BSc (Economics), Minor in Engineering from the University of California, San Diego

Peter began his career at Microsoft in 1995 as a Business and Strategy Analyst for MSN. During this period, he helped transition MSN from an internet access business to an internet portal business. He provided analytical and strategic support for several large acquisitions, including Hotmail and WebTV. In 1998, Peter joined the fledgling Windows CE team, where he served as the GPM for Pocket Outlook for the HandheldPC and PocketPC, which would eventually become Windows Mobile. In 2000, Peter left Microsoft to start Sproqit Technologies, where he served as president and CEO for six years. Sproqit's patented thin-client architecture increased performance and simplified development for mobile applications.

Peter returned to Microsoft in 2006, where, as GM of Strategy and Business Development for the Unlimited Potential Group, he created Microsoft's emerging markets mobile payment strategy and lead equity investments in Blue Label Telecoms in South Africa and Oxigen Services India in India. Peter currently runs mobile engineering for Microsoft's emerging market division.

* * Deceased.

SEGMENT HEADS

Panagiotis (Pedro) Christofides

Chief operating officer: South African distribution
BCom, BCompt (UNISA)

After completing his accounting articles at Combanis and Associates, Pedro moved into the business world, where he began his career as the owner and manager of eleven retail outlets in the food and beverage industry.

In 1998 Pedro founded Comm Express, which quickly grew into a leading distributor of prepaid airtime. Pedro headed up Matragon (holding company of Comm Express) as the chief executive officer. In 2008 Pedro was appointed COO of the South African distribution segment and is responsible for the management, coordination and business activities of this segment.

Bradley Turkington

Chief operating officer: International distribution
BSoc Sci (Finance Hons) (Natal)

After completing his postgraduate degree in finance, Bradley became the financial director of a London-based wholesaler. Bradley returned to South Africa after four years abroad and with the international relationships he had established became involved in the South African cellular telephony industry from inception. Bradley served on the local board of a NASDAQ listed company, which was involved in bringing prepaid to South Africa and many other markets. He joined a subsidiary of Matragon as a consultant in March 2006, to expand their international business. Bradley was responsible for formulating Blue Label Investment's international strategy prior to listing. In November 2007 he was appointed COO of the international distribution segment and is responsible for all the international business operations and initiatives.

Dr David Fraser

Group chief technology officer
BSc(Eng), MSc(Eng), PhD (Natal), CEng(UK), MIET(UK), MIEE(USA), MSAIEE(SA), MSPE

David is a professional engineer who has considerable international and local business experience in telecommunications, IT and associated technologies. After qualifying, David lectured and researched communications at university after which he established a number of successful companies, including a telecoms and broadcasting services company and a scientific consultancy firm. David's know-how in the broadband wireless and related businesses has assisted in the establishment and growth of several European and USA-based companies. David became involved at Sentech in South Africa with the development of the country's first public broadband 3G wireless data network, and joined Blue Label Investments in 2005. Together with Dr Angelo Roussos, David is responsible for the development

of integrated core technology solutions for the group, with an emphasis on the conceptualisation and implementation of cutting-edge mobile and media solutions. David is also involved with business development at Blue Label Telecoms and maintaining key relationships with the group's partners, such as Microsoft.

Dr Angelo Roussos

Group chief information officer
BSc (Lab. Med.), MBCh (Wits)

Angelo became interested in high-speed networking and supercomputing while pursuing a postgraduate medical degree, collaborating on the NSFNet, a precursor to the modern internet. In 1990, he established one of the first companies in South Africa to provide e-mail services, and later the second SA business to provide commercial internet services. With his partners, he created one of the largest ISPs in SA in 1994. In 1998, Angelo left medicine to focus full-time on IP-networking, and he formed InfoSat which was the second company in the world to offer DVB/IP services via satellite. Sentech, the largest signal distributor in Africa, acquired a majority stake in InfoSat. From July 2002 until October 2003, Angelo guided Sentech as group executive: Multimedia Services and was responsible for the technology selection, business strategy and business management of the new multimedia business. Apart from his extensive IP-based telecoms experience, Angelo has engaged in strategic, policy and regulatory representations to the SA government and regulator. Together with Dr David Fraser, Angelo is responsible for ensuring that the group remains ahead of the trend through the development of new and innovative technology solutions, with a focus on the transactional side of the business.

Craig Ireland

Chief executive officer: Value-added services
(Datacel)
BCom (Natal)

Craig has been in the telecommunication and technology industry for over 16 years, having spent 12 years with Dimension Data, one of South Africa's largest ITC companies. While at Dimension Data Craig headed up a number of strategic divisions including their call centre division. He spent four years developing the local call centre technology market in South Africa. In 2006 he assisted the Business Trust and the Department of Trade and Industry in the development of a business plan for South Africa's outsourcing and BPO market. At the same time he established Velocity, a call centre outsourcing business, based in Durban South Africa. Craig is responsible for the group's national call centre businesses.