



Vodafone Group Plc

Notice of Annual General Meeting
Tuesday, 24 July 2012 at 11.00 am

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This document is important and requires your immediate attention.

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent adviser.

If you have sold or otherwise transferred all of your shares in Vodafone Group Plc, please forward this document together with any accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of shares, you should retain these documents.

Our online reporting



As you'd expect from such a customer-focused business, we've created an online reporting suite which works for your specific needs:



vodafone.com/ar2012

Chairman's letter

Dear Shareholder

This year, the Annual General Meeting (AGM) will be held at the Grange Tower Bridge Hotel, 45 Prescot Street, London E1 8GP, at 11.00 am on Tuesday 24 July 2012. This is a change of venue from recent years and a map of the venue is on page 9 of this Notice of AGM.

The AGM provides you with an opportunity to communicate with the directors and I hope that you will do so by attending the AGM, if possible. For those of you unable to attend, I would strongly encourage you, regardless of the number of shares you own, to vote on the Resolutions set out on pages 2 and 3. Details of how to do this are set out on page 8.

The Company strives continuously to make greater use of the website and email to communicate with our shareholders. This year we have enhanced the online experience of the Annual Report with additional features such as short videos of our executive directors discussing key highlights from the 2011/12 financial year. Other shareholder communications, including the Notice of AGM as well as up-to-date shareholder information, are also available to view on the website and I would encourage you to make use of this facility. You can view the online annual report and other shareholder information at www.vodafone.com/investor

As previously announced, Sir John Buchanan and Michel Combes will retire from the Board at the conclusion of the AGM and I would like to take this opportunity to acknowledge their considerable contributions to the Company. All other directors submit themselves for re-election at the AGM.

Your directors consider that the Resolutions set out on pages 2 and 3 are in the best interests of shareholders and **they recommend that shareholders vote FOR the Resolutions**. The results of voting on all the Resolutions will be announced via the Regulatory News Service and published on the Company's website as soon as possible after the end of the AGM.

Your Board appreciates your continuing support.

Gerard Kleisterlee
Chairman



Notice of Annual General Meeting

Notice is hereby given that the twenty-eighth Annual General Meeting of Vodafone Group Plc (“Vodafone” or the “Company”) will be held at the Grange Tower Bridge Hotel, 45 Prescott Street, London E1 8GP on Tuesday, 24 July 2012 at 11.00 am to transact the business set out in the Resolutions below.

Resolutions 1 to 18 (inclusive) and 21 will be proposed as Ordinary Resolutions and Resolutions 19, 20 and 22 will be proposed as Special Resolutions. Voting on all Resolutions will be by way of a poll.

The Board recommends a vote FOR Resolutions 1 to 22

- 1 To receive the Company's accounts and reports of the directors and the auditor for the year ended 31 March 2012.
- 2 That Gerard Kleisterlee, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 3 That Vittorio Colao, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 4 That Andy Halford, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 5 That Stephen Pusey, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 6 That Renee James, a director retiring voluntarily and offering herself for re-election, be and is hereby re-elected as a director of the Company.
- 7 That Alan Jebson, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 8 That Samuel Jonah, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 9 That Nick Land, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 10 That Anne Lauvergeon, a director retiring voluntarily and offering herself for re-election, be and is hereby re-elected as a director of the Company.
- 11 That Luc Vandeveld, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 12 That Anthony Watson, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 13 That Philip Yea, a director retiring voluntarily and offering himself for re-election, be and is hereby re-elected as a director of the Company.
- 14 That the final dividend recommended by the directors of 6.47 pence per ordinary share for the year ended 31 March 2012 be declared payable on the ordinary shares of the Company to all members whose names appear on the Register of Members on 8 June 2012 and that such dividend be paid on 1 August 2012.
- 15 To approve the Remuneration Report of the Board for the year ended 31 March 2012.
- 16 To re-appoint Deloitte LLP as auditor to the Company until the conclusion of the next general meeting at which accounts are laid before the Company.
- 17 To authorise the Audit and Risk Committee to determine the remuneration of the auditor.
- 18 That:
 - 18.1 the authority conferred on the directors by Article 11.2 of the Company's Articles of Association be renewed and for this purpose:
 - (i) the Section 551 Amount be US\$1,881,292,289; and
 - (ii) the Allotment Period be the period expiring at the end of the next Annual General Meeting or on 30 September 2013, whichever is the earlier; and
 - 18.2 the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares up to a further nominal amount of US\$1,881,292,289 in connection with an offer by way of a rights issue, such authority to expire at the end of the next Annual General Meeting or on 30 September 2013, whichever is the earlier but so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of the authority in paragraph 18.2 above, “rights issue” means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

The authorities in this Resolution apply in substitution for all previous authorities.

19 That, subject to the passing of Resolution 18:

- 19.1** the power conferred on the directors by Article 11.3 of the Company's Articles of Association be renewed for the Allotment Period specified in paragraph 18.1(ii) of Resolution 18 and for such period the Section 561 Amount be US\$307,515,155; and
- 19.2** the directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by paragraph 18.2 of Resolution 18 above in connection with a rights issue as if Section 561(1) of the 2006 Act did not apply to any such allotment, such power to expire at the end of the next Annual General Meeting or on 30 September 2013, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this Resolution, "rights issue" has the same meaning as in Resolution 18 above.

20 That the Company be generally and unconditionally authorised for the purposes of Section 701 of the 2006 Act to make market purchases (as defined in Section 693 of the 2006 Act) of ordinary shares of US 11³/₇ cents each in the capital of the Company provided that:

- 20.1** the maximum aggregate number of ordinary shares which may be purchased is 4,938,392,260;
- 20.2** the minimum price which may be paid for each ordinary share is US 11³/₇ cents;
- 20.3** the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed the higher of (1) 5 per cent above the average closing price of such shares on the London Stock Exchange Daily Official List for the five business days prior to the date of purchase and (2) the higher of the price of the last independent trade and the highest current independent bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
- 20.4** this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2013 or on 30 September 2013, whichever is the earlier, unless such authority is renewed prior to that time (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

21 That:

- 21.1** the Company and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect be authorised for the purposes of Part 14 of the 2006 Act during the period from the date of the passing of this Resolution until the conclusion of the Company's Annual General Meeting in 2013 or 24 July 2013, whichever is earlier:
 - (i) to make political donations to political parties, and/or independent election candidates;
 - (ii) to make political donations to political organisations other than political parties; and
 - (iii) to incur political expenditure,
 up to an aggregate amount of £100,000, and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount;
- 21.2** all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the 2006 Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- 21.3** words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this Resolution.

22 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By Order of the Board

Rosemary Martin

Company Secretary
Vodafone House, The Connection, Newbury,
Berkshire RG14 2FN, England
1 June 2012

Notice of Annual General Meeting

Notes

- 1 A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder of the Company. Shareholders who have lodged a proxy (whether by post, via the internet, or by submitting a CREST message (if applicable)) are not precluded from attending and voting at the meeting themselves.
- 2 To appoint a proxy (a) the Form of Proxy and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be sent to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with Note 9, or (c) the proxy appointment must be registered electronically on the website at www.vodafone.com/agm, in each case so as to be received no later than 11.00 am on Friday, 20 July 2012.
- 3 Any person who is a person nominated under Section 146 of the 2006 Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The rights relating to proxy appointments in Note 1 do not apply directly to Nominated Persons.
- 4 Entitlement to attend and vote at the Annual General Meeting, and the number of votes which may be cast at the Annual General Meeting, will be determined by reference to the Company's register of members at 11.00 am on Friday, 20 July 2012 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.
- 5 Copies of the service contracts of the directors of the Company and terms and conditions of appointment of all non-executive directors of the Company, a copy of the Company's current Articles of Association and a copy of this Notice of Annual General Meeting will be available for inspection at the registered office of the Company and at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ during normal business hours on any weekday (excluding Saturday, Sunday and public holidays) from the date of this Notice of Annual General Meeting until (and including) the date of the Annual General Meeting and at the Grange Tower Bridge Hotel, 45 Prescott Street, London E1 8GP from 10.45 am on that date until the conclusion of the Annual General Meeting. A copy of this Notice of Annual General Meeting and other information required by Section 311A of the 2006 Act are also available for viewing on the Company's website (www.vodafone.com/agm).
- 6 As at 21 May 2012, which is the latest practicable date before publication of this Notice of Annual General Meeting, the Company's issued share capital comprised 53,815,152,249 ordinary shares of US 11³/₇ cents each (including treasury shares) and 50,000 7 per cent cumulative fixed rate shares of £1 each. The total number of votes exercisable as at 21 May 2012 was 49,383,922,605. The holders of ordinary shares are entitled to attend and vote at general meetings of the Company. On a vote by show of hands every ordinary shareholder who is present and entitled to vote has one vote and every proxy present who has been duly appointed by a shareholder entitled to vote has one vote. On a vote by poll every ordinary shareholder who is present in person or by proxy has one vote for every ordinary share held. The holders of 7 per cent cumulative fixed rate shares are only entitled to attend and vote at general meetings of the Company in very limited circumstances, as set out in the Articles of Association of the Company. Each of the Resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group in 2004.
- 7 Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the Annual General Meeting) by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

- 9 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Computershare Investor Services PLC (ID 3RA50) by the latest time for receipt of proxy appointments specified in Note 2. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to him/her by other means.
- 10 CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 11 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 12 Shareholders should note that, under Section 527 of the 2006 Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year beginning 1 April 2011, or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 April 2011 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the 2006 Act to publish on a website.
- 13 Any shareholder attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Annual General Meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 14 Under Section 338 and Section 338A of the 2006 Act shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive notice of the Annual General Meeting notice of a resolution which may properly be moved and is intended to be moved at the Annual General Meeting and/or (ii) to include in the business to be dealt with at the Annual General Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 11 June 2012, being the date 6 clear weeks before the Annual General Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Business of the Annual General Meeting

The purpose of each of the Resolutions proposed at the Annual General Meeting is as follows:

Resolution 1

Financial statements

The first item of business is the requirement for shareholders to receive the Company's accounts for the financial year which ended on 31 March 2012 together with the reports of the directors and the auditor.

Resolutions 2 to 13

Retirement and re-election of directors

Under the Company's Articles of Association, all directors are required to retire and submit themselves for re-election every three years. Notwithstanding the provisions of the Articles of Association, in the interests of good corporate governance, the directors have resolved that, each year, they will all retire voluntarily and those wishing to serve again shall submit themselves for re-election by the shareholders. The UK Corporate Governance Code (the "Code") states that all directors of FTSE 350 companies should be subject to annual election by shareholders. As has been the case in previous years by virtue of all the directors retiring and offering themselves for re-election, the Company is in compliance with provision B.7.1 of the Code.

Following the outcome of the Board evaluation process, the Nominations and Governance Committee has concluded that each director makes an effective and valuable contribution to the meetings of the Board and the Committees on which they sit and that they demonstrate commitment to their roles, as detailed in the corporate governance section of the Annual Report. This year when reviewing re-election of directors the Committee took account of the fact that Luc Vandeveldt will have served nine years on the Board as of 31 August 2012. The Code suggests that length of service is a factor to consider when determining the independence of non-executive directors. The Board has considered this matter carefully and considers that Luc Vandeveldt remains independent. His length of service, and resulting high degree of knowledge and understanding of the Company, are of great benefit to shareholders and add significantly to the strength of the Board. Biographical details of all the directors who are proposed for re-election are set out in the Company's Annual Report and are also available for viewing on the Company's website (www.vodafone.com/board).

Resolution 14

Final dividend

This Resolution seeks shareholder approval for the final ordinary dividend recommended by the directors. The directors are proposing a final dividend of 6.47 pence per ordinary share. An interim dividend of 3.05 pence together with a special, second interim, dividend of 4.0 pence per ordinary share was paid on 3 February 2012, making a total dividend for the year of 13.52 pence per ordinary share. If approved, the final dividend will be paid on 1 August 2012 to shareholders on the ordinary register on 8 June 2012.

Resolution 15

Remuneration Report

In accordance with Section 439 of the 2006 Act, the Board submits the Remuneration Report to a vote of shareholders. The Remuneration Report is available to view in the Annual Report at www.vodafone.com/ar2012

Resolutions 16 and 17

Auditor

The Company is required to appoint the auditor at each general meeting at which accounts are presented, to hold office until the end of the next such meeting. Resolution 16, which is recommended by the Audit and Risk Committee, proposes the re-appointment of the Company's existing auditor, Deloitte LLP. Resolution 17 follows best practice in corporate governance by separately seeking authority for the Audit and Risk Committee to determine the auditor's remuneration.

Resolution 18

Authority to allot shares

The purpose of Resolution 18 is to renew the directors' power to allot shares.

The authority in paragraph 18.1 will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to a nominal value of US\$1,881,292,289, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 21 May 2012.

The authority in paragraph 18.2 will allow the directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a rights issue up to a further nominal value of US\$1,881,292,289, which is equivalent to approximately 33 per cent of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 21 May 2012. This is in line with corporate governance guidelines.

At 21 May 2012, the Company held 4,431,229,644 treasury shares which represents 8.97 per cent of the total number of ordinary shares in issue, excluding treasury shares, at that date.

There are no present plans to undertake a rights issue or to allot new shares other than to fulfil the Company's obligations under its executive and employee share plans. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise. If the directors exercised this authority then all the directors would submit themselves for re-election by the shareholders at the following Annual General Meeting as indeed they do each year in the interests of good corporate governance.

If Resolution 18 is passed, this authority will expire on the earlier of the end of the Company's Annual General Meeting in 2013 or 30 September 2013.

Resolution 19

Disapplication of pre-emption rights

Resolution 19 is proposed as a Special Resolution.

If the directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of paragraph 19.1 is to authorise the directors to allot new shares pursuant to the authority given by paragraph 18.1 of Resolution 18, or sell treasury shares, for cash (a) in connection with a pre-emptive offer or rights issue or (b) otherwise up to a nominal value of US\$307,515,155, equivalent to five per cent of the total issued ordinary share capital of the Company as at 21 May 2012, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The purpose of paragraph 19.2 is to authorise the directors to allot new shares pursuant to the authority given by paragraph 18.2 of Resolution 18, or sell treasury shares, for cash in connection with a rights issue without the shares first being offered to existing shareholders in proportion to their existing holdings. This is in line with corporate governance guidelines.

The Board considers the authority in Resolution 19 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the requirements of the statutory pre-emption provisions.

The Board intends to adhere to the provisions in the Pre-emption Group's Statement of Principles not to allot shares for cash on a non pre-emptive basis (other than pursuant to a rights issue or pre-emptive offer) in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company within a rolling 3-year period without prior consultation with shareholders.

Business of the Annual General Meeting

Resolution 20

Approval of market purchases of ordinary shares

Resolution 20 is proposed as a Special Resolution.

In certain circumstances it may be advantageous for the Company to purchase its own shares. Resolution 20 renews the authority granted to the Company to purchase up to 4,938,392,260 ordinary shares until the Annual General Meeting in 2013 or 30 September 2013, whichever is earlier. This represents 10 per cent of the ordinary shares in issue as at 21 May 2012 (excluding shares held in treasury) and the Company's exercise of this authority is subject to the stated upper and lower limits on the price payable.

Similar resolutions have been approved by shareholders at previous Annual General Meetings of the Company. Following the start of a £4.0 billion share buyback programme announced by the Company on 20 June 2011, as at 21 May 2012 the Company had bought back 1,699,949,486 ordinary shares in accordance with the approval given at the 2011 Annual General Meeting. Purchases are continuing under this existing approval and as at 21 May 2012, £636,000,000 in value of ordinary shares remained to be bought back by the Company under this programme. Any purchases after 24 July 2012 under this programme will be made subject to renewed shareholder approval as set out in this Resolution 20.

Pursuant to the 2006 Act, the Company can hold the shares which have been repurchased as treasury shares and resell them for cash or cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The directors believe that it is desirable for the Company to have this choice and therefore intend to hold any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to resell, transfer or cancel them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends are paid on and no voting rights attach to treasury shares. Any treasury shares sold by the Company will count towards the number of shares which, if Resolution 19 is passed, may be issued without first offering them to existing shareholders.

As the existing shareholder approval to purchase shares expires at the Annual General Meeting on 24 July 2012, purchases after that date are subject to renewed shareholder approval at the Annual General Meeting. The Board will use this authority only after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall position of the Company. The Board will only purchase such shares after taking into account the effects on earnings per share (excluding items not related to underlying business performance) and the benefit for shareholders.

The total number of warrants and options to subscribe for shares issued by the Company outstanding at 21 May 2012 was 82,890,171. This represents 0.17 per cent of the issued share capital at that date (excluding treasury shares). If the Company was to purchase the maximum number of shares permitted pursuant to this Resolution, then the total number of warrants and options to subscribe for shares issued by the Company outstanding at 21 May 2012 would represent 0.19 per cent of the issued share capital (excluding treasury shares).

Resolution 21

Political donations and expenditure

The 2006 Act requires companies to obtain shareholders' authority for donations to registered political parties, other political organisations and independent election candidates totalling more than £5,000 in any twelve month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could also include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular political party.

The existing shareholders' authority for such donations expires at the end of the Company's Annual General Meeting in 2012. It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. However, the directors consider that it is in the best interest of the shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the 2006 Act, the directors are seeking shareholders' authority for the Company and its subsidiaries to be authorised, for the purpose of part 14 of the 2006 Act, to make political donations and to incur political expenditure during the period from the date of the Annual General Meeting in 2012 to the conclusion of the Annual General Meeting in 2013 or 24 July 2013, whichever is earlier, up to a maximum aggregate amount of £100,000.

Resolution 22

Notice of general meetings

Resolution 22 is proposed as a Special Resolution.

Changes made to the 2006 Act by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless certain requirements are satisfied. Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings other than an Annual General Meeting on 14 clear days' notice without obtaining shareholder approval. The Company would like to preserve this ability, as it did at its last Annual General Meeting. In order to be able to do so, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 22 seeks such approval. The approval will be effective until the date of the Company's Annual General Meeting in 2013. It is intended that this authority will be sought on an annual basis. The shorter notice period of 14 clear days will not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole. The Company meets the requirements for electronic voting under the Shareholders' Rights Regulations in order to be able to call a general meeting on 14 clear days' notice.

Your directors are recommending that shareholders vote FOR Resolutions 1 to 22 as they intend to do in respect of their own beneficial holdings.

Shareholder information

Shareholder attendance, enquiries and information

If you can attend

A map of the meeting venue can be found on page 9. On arrival, you should go to the shareholder registration desks. Please bring your admission card, (attached to the Form of Proxy) or a copy of the email notification of this booklet (if we communicate with you electronically), as this will greatly assist with the registration formalities.

Tea and coffee will be available from 10.00 am.

For your personal safety and security there may be checks and bag searches of those attending the meeting. It is recommended that you arrive a little early to allow time for these procedures. Recording equipment, cameras and other items that might interfere with the good order of the meeting will not be permitted in the venue.

Shareholders will have the opportunity to ask questions relating to the business of the meeting. Before and after the meeting there will be a designated Customer Service area for shareholders who have questions which relate to them as customers. In addition, there will be a Shareholder Helpdesk to deal with any administrative enquiries that you may have regarding your shareholding.

If you cannot attend

The Annual General Meeting will be webcast live on the Company's website www.vodafone.com/agm and subsequently a recording will be available on the website. For information on how to view the webcast, visit the website at any time from the date of this Notice of Annual General Meeting.

In order to vote your shares on the Resolutions, you need to register your proxy appointment and instructions, which you can do in a number of ways, detailed below. You are encouraged to choose electronic proxy appointment and instructions.

The methods available are:

- by visiting our website, www.vodafone.com/agm and following the "Vote Online" link. Please ensure you have your Shareholder Reference Number (SRN), PIN and Control Number to hand. These are shown on the Form of Proxy or the email notification of this booklet (if we communicate with you electronically);
- by completing and signing the Form of Proxy and returning it in the addressed envelope; or
- by submitting a CREST message, if you are a CREST member. Please see note 8 on the Form of Proxy for details.

All proxy appointments and instructions, by whichever method you choose, must be received by our Registrars by not later than 11.00 a.m. on Friday, 20 July 2012.

If you appoint a proxy, this will not prevent you from attending the Annual General Meeting in person, should you choose to do so.

Proxies and corporate representatives

A shareholder that is a company or other organisation not having a physical presence cannot attend in person and must therefore appoint someone to represent it. Company law provides for two alternative methods by which this can be done: the appointment of a proxy (described above) or a corporate representative.

Shareholders considering the appointment of a corporate representative are recommended to check their legal position and also view the Company's Articles of Association available on www.vodafone.com/governance. Corporate representatives seeking to attend the Annual General Meeting are recommended to pre-register with the Registrars and then arrive at the registration desks in good time before the start of the meeting, particularly if representing a number of different holdings. Typically, this might need to be at least 30 minutes before the start of the meeting.

Registrars/shareholder enquiries

The Company's ordinary share register is maintained by:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ England
Telephone: +44 (0) 870 702 0198
Fax: +44 (0) 870 703 6116
www.investorcentre.co.uk/contactus

Holders of ordinary shares who are resident in Ireland can contact the Company's Registrars directly at:

Computershare Investor Services (Ireland) Limited
P.O. Box 9742
Dublin 18
Ireland
Telephone: 0818 300999
www.investorcentre.co.uk/contactus

Any queries about the Annual General Meeting should be directed to the Company's Registrars as detailed above.

Dividend payments by direct credit

The Company pays cash dividends to holders of ordinary shares by direct credit only. In order to receive dividends directly into your account, you should ensure that your payment instructions are registered with our Registrars – see "Manage your shareholding online" below.

Manage your shareholding online

Holders of ordinary shares may view and update details of their shareholding and dividend payment instructions, subject to passing an identity check, on the Registrars' website at www.investorcentre.co.uk. You will need your 10 digit Shareholder Reference Number which starts with the letter C or G and is printed on the Form of Proxy or email notification of this Notice of Annual General Meeting (if we communicate with you electronically).

Electronic addresses

Electronic addresses provided in this Notice of Annual General Meeting and the Form of Proxy are provided only for those purposes expressly stated.

Annual Report and Notice of Annual General Meeting

The Company's 2012 Annual Report is available online at www.vodafone.com/ar2012. The report, and its individual sections, are also available as PDFs for download and printing. Hard copies of the Annual Report and 2012 Notice of Annual General Meeting are available from Investor Relations on ir@vodafone.co.uk or by contacting the Registrars (details above).

Directions to the AGM venue

The Grange Tower Bridge Hotel is at 45 Prescott Street, London E1 8GP. The nearest underground stations are Tower Hill, Aldgate and Aldgate East and there is a DLR station at Tower Gateway.



Vodafone Group Plc

Registered office:

Vodafone House

The Connection

Newbury

Berkshire

RG14 2FN

England

Registered in England No. 1833679

Tel: +44 (0) 1635 33251

Fax: +44 (0) 1635 238080

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