

## RESULT OF ANNUAL GENERAL MEETING

The Annual General Meeting of Vodafone Group Plc was held at the Hilton London Metropole Hotel, 225 Edgware Road, London W2 1JU on Tuesday 28 July 2015 at 11.00 am.

The results of polls on all 21 resolutions were as follows:

	Resolution	Total votes validly cast	Percentage of relevant shares in issue (%)	For	For (% of shares voted)	Against	Against (% of shares voted)	Votes withheld
1.	To receive the Company's accounts, the strategic report and reports of the directors and the auditor for the year ended 31 March 2015	18,053,412,771	68.01	18,045,588,116	99.96	7,824,655	0.04	65,903,601
2.	To re-elect Gerard Kleisterlee as a director	18,065,334,836	68.05	17,891,382,798	99.04	173,952,038	0.96	53,927,329
3.	To re-elect Vittorio Colao as a director	18,069,517,384	68.07	18,053,798,992	99.91	15,718,392	0.09	49,751,478
4.	To re-elect Nick Read as a director	18,069,397,138	68.07	17,899,346,914	99.06	170,050,224	0.94	49,857,373
5.	To re-elect Sir Crispin Davis as a director	18,069,455,272	68.07	17,954,747,451	99.37	114,707,821	0.63	49,785,400
6.	To elect Dr Mathias Döpfner as a director in accordance with the Company's Articles of Association.	18,068,986,019	68.06	17,992,681,636	99.58	76,304,383	0.42	50,244,679
7.	To re-elect Dame Clara Furse as a director.	18,069,679,216	68.07	18,041,804,180	99.85	27,875,036	0.15	49,570,868
8.	To re-elect Valerie Gooding as a director	18,069,719,821	68.07	18,035,505,617	99.81	34,214,204	0.19	49,557,680
9.	To re-elect Renee James as a director	18,069,681,337	68.07	18,049,479,995	99.89	20,201,342	0.11	49,603,464
10.	To re-elect Samuel Jonah as a director	18,069,427,074	68.07	18,017,021,945	99.71	52,405,129	0.29	49,842,781
11.	To re-elect Nick Land as a director	18,067,623,927	68.06	18,014,373,462	99.71	53,250,465	0.29	51,625,261
12.	To re-elect Philip Yea as a director	18,021,983,891	67.89	17,631,067,580	97.83	390,916,311	2.17	97,163,449
13.	To declare a final dividend of 7.62 pence per ordinary share for the year ended 31 March 2015.	18,072,957,301	68.08	18,067,572,703	99.97	5,384,598	0.03	46,268,980
14.	To approve the Remuneration Report of the Board for the year ended 31 March 2015.	17,565,725,621	66.17	17,072,436,151	97.19	493,289,470	2.81	553,520,692
15.	To reappoint PricewaterhouseCoopers LLP as auditor to the Company until the end of the next general meeting at which accounts are laid before the Company.	17,909,762,916	67.46	17,866,169,080	99.76	43,593,836	0.24	209,468,719
16.	To authorise the Audit and Risk Committee to determine the remuneration of the auditor.	18,070,168,023	68.07	18,040,213,622	99.83	29,954,401	0.17	49,055,834
17.	To authorise the directors to allot shares	18,027,093,597	67.91	16,636,168,168	92.28	1,390,925,429	7.72	116,709,126
18.	To authorise the directors to dis-apply pre-emption rights	17,715,916,288	66.73	16,581,550,978	93.60	1,134,365,310	6.40	403,317,160
19.	To authorise the Company to purchase its own shares	18,041,266,298	67.96	17,995,701,374	99.75	45,564,924	0.25	77,948,761
20.	To authorise political donations and expenditure	17,984,235,347	67.74	17,127,710,892	95.24	856,524,455	4.76	135,038,271
21.	To authorise the Company to call general meetings (other than annual general meetings) on a minimum of 14 clear days' notice	18,064,999,641	68.05	16,142,065,109	89.36	1,922,934,532	10.64	54,303,650

The number of ordinary shares in issue on 24 July 2015 (excluding shares held in Treasury) was 26,546,996,574. Shareholders are entitled to one vote per share. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes validly cast.

Resolutions 1 to 17 and 20 were passed as ordinary resolutions and Resolutions 18, 19 and 21 were passed as special resolutions.

A copy of Resolutions 20 and 21, passed as special business at the Annual General Meeting, have been submitted to the Financial Conduct Authority via the National Storage Mechanism and will shortly be available for inspection at: [morningstar.co.uk/uk/NSM](http://morningstar.co.uk/uk/NSM)