



**Vodafone Group Plc
Board Roles and Responsibilities**



Approved by the Board on 24 September 2018.

This document sets out the role of the Board and its Committees, the Chairman, the Chief Executive and the Senior Independent Director of Vodafone Group Plc (the 'Company' or 'Vodafone') and the expectations required of each role. This document was approved by the Board on 24 September 2018.

The expectations contained within each role will be taken into consideration when the Board's performance is assessed.

Contents

	Page
Role of the Board & its Committees	3
Role of the Chairman	4
Role of the Chief Executive	7
Role of the Senior Independent Director	9



Role of the Board & its Committees

The Board's role is to provide entrepreneurial leadership of Vodafone within a framework of effective controls which enable risks to be assessed and managed. The Board establishes the Company's purpose, values and strategy, and satisfies itself that these and its culture are aligned. It is responsible for ensuring the necessary resources are in place for the Company to meet its objectives and for measuring performance against them. The Board is accountable for promoting the long-term sustainable success of the Company, generating value for shareholders and contributing to wider society.

In performing their duties as members of the Board the Directors are required to act with integrity, lead by example, comply with Vodafone's Code of Conduct and promote the desired culture. They must act in a way they consider, in good faith, will promote the success of the Company for the benefit of shareholders as a whole and, in doing so, have regard (amongst other matters) to the factors set out in section 172 of the Companies Act 2006 ("the s.172 factors"), namely:

- i. the likely consequences of any decision in the long-term;
- ii. the interests of Vodafone's employees;
- iii. the need to foster business relationships with Vodafone's suppliers, customers and others;
- iv. the impact of Vodafone's operation on the community and the environment;
- v. the desirability of Vodafone maintaining a reputation for high standards of business conduct; and
- vi. the need to act fairly as between shareholders of Vodafone.

The Board's powers are set out in the Company's articles of association, which are available to view on vodafone.com.

The Board has identified certain matters reserved for its approval. These are defined in the Matters Reserved for Vodafone Group Plc Board.

The Board has delegated other specific responsibilities to its Audit and Risk, Remuneration, and Nomination and Governance committees as described in the Committees' terms of reference.

The matters reserved for Vodafone Group Plc Board and the terms of reference of each of the committees are available on vodafone.com and reviewed annually.



Role of the Chairman

Main Responsibilities

1 Board Meetings

- 1.1 To lead the Board, chairing its meetings and ensuring its effectiveness in directing the Company.
- 1.2 To determine the regularity and frequency of Board meetings and to set the Board agenda, ensuring it is balanced and covers: purpose, values, culture, strategy, business performance, sustainability of the Company's business model, people, risk, reputation and controls.
- 1.3 To ensure the Directors receive accurate, timely and clear information thereby enabling the Board to take sound decisions, monitor effectively, hold management to account, and provide constructive challenge, strategic guidance and advice to promote the success of the Company.
- 1.4 To manage the Board to allow enough time for robust discussion of complex or contentious issues and to ensure the Directors have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.
- 1.5 To ensure the Board has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.
- 1.6 To ensure there is appropriate delegation of authority from the Board to executive management and effective implementation of Board decisions.

2 Directors

- 2.1 To lead and chair the Nominations and Governance Committee and, with the Nomination and Governance Committee, to ensure there is an appropriate combination of executive and non-executive Directors, such that no one individual or small group of individuals dominates the Board's decision making, and to plan succession in Board appointments (except that of a Chairman), ensuring the Board has a balance of skills, experience, knowledge and diversity appropriate for the needs of the business and that at least half the Directors, excluding the Chairman, are independent non-executive Directors.
- 2.2 To ensure Director conflicts of interest and Director independence are kept under review and managed properly.
- 2.3 To ensure the influence of third parties does not compromise or override the Directors' independent judgment.
- 2.4 To ensure Board committee membership is refreshed.



- 2.5 To facilitate the effective contribution of Directors and encourage active engagement by all members of the Board.
- 2.6 To ensure constructive relations between the executive and non-executive Directors.
- 2.7 To hold meetings with the non-executive Directors without the executives present.

3 Induction, development and performance evaluation

- 3.1 To ensure new Directors participate in a full, formal and tailored induction programme, facilitated by the company secretary.
- 3.2 To ensure the development needs of Directors are identified and, with the company secretary, to enable these needs to be met. The Directors should be able to continually update their skills and knowledge and familiarity of the Company required to fulfil their role on the Board and its committees.
- 3.3 To identify the development needs of the Board as a whole to enhance its overall effectiveness.
- 3.4 To ensure the performance of the Board, its committees and individual Directors is evaluated at least once a year (with such evaluation considering the Board's composition, diversity and effectiveness in achieving objectives and being facilitated by an independent person at least every third year) and that the results of such evaluation are acted on.

4 Relations with shareholders and stakeholders

- 4.1 To ensure effective communication with shareholders and other stakeholders.
- 4.2 To maintain sufficient contact with major shareholders to understand their views, issues and concerns, in particular discussing governance, strategy and remuneration with them.
- 4.3 To ensure chairs of the Board's committees seek engagement with shareholders on significant matters related to their areas of responsibility.
- 4.4 To ensure the Directors understand the views of the Company's shareholders and other key stakeholders so they can consider them, and the s.172 factors, in Board discussions and decision making.
- 4.5 To ensure there is a method for Board engagement with the Company's workforce, that a means exists for the workforce to raise concerns in confidence (and, if they wish, anonymously) and that arrangements are in place for proportionate and independent investigation of such matters and for follow-up action.
- 4.6 To ensure that the views of shareholders and other key stakeholders are communicated to the Board as a whole.



- 4.7 To ensure an appropriate balance is maintained between the interests of shareholders and other key stakeholders (employees, customers, suppliers and the community).
- 4.8 To keep the engagement mechanisms under review so they remain effective.

5 General Meetings

- 5.1 To chair effectively each annual general meeting and any other general meetings.
- 5.2 To arrange for the Chairs of Board committees to be available to answer questions at the annual general meeting and any other general meetings.

6 Corporate Governance

- 6.1 To promote high standards of corporate governance, seeking compliance with the UK Corporate Governance Code. If full compliance is not possible, to ensure that the reasons for non-compliance are fully understood, agreed by the Board and explained to shareholders.

7 Additional Responsibilities of the Chairman

- 7.1 To promote and safeguard the interests and reputation of the Company.
- 7.2 To ensure that the Board is fully informed about all issues on which a Board decision will be required through briefings with the Chief Executive, the Chief Financial Officer, the company secretary, and members of the executive management as appropriate.
- 7.3 To ensure clear structure for, and the effective running of, Board committees.
- 7.4 To establish a close relationship of trust with the Chief Executive and Chief Financial Officer, providing support and advice while respecting executive responsibility.
- 7.5 To review, at least annually, the performance of the Chief Executive, the Senior Independent Director and the non-executive Directors.
- 7.6 To provide coherent leadership of the Company, including, in conjunction with the Chief Executive, representing the Company to customers, suppliers, governments, shareholders, financial institutions, the media, the community and the public.



Role of the Chief Executive

Main Responsibilities

The Chief Executive is accountable and reports to the Board and is responsible for all aspects of the performance and management of the group. In particular, the Chief Executive is responsible for the following, within the authority limits delegated to him by the Board:

1 Business Strategy and Management

- 1.1 Developing with the Board the purpose, values and culture of the Company and leading by example by acting with integrity, complying with Vodafone's Code of Conduct and promoting the desired culture.
- 1.2 Developing group objectives and strategy having regard to the group's responsibilities to its shareholders, customers, employees and other stakeholders.
- 1.3 The successful achievement of objectives and execution of strategy following presentation to, and approval by, the Board.
- 1.4 Recommending to the Board an annual budget and financial plan and ensuring their achievement following Board approval.
- 1.5 Optimising the financial and operational performance of the group and ensuring the group's long term sustainability.
- 1.6 Agreeing key performance indicators with the Board and reporting on them regularly to the Board.
- 1.7 Keeping under review the operational performance and strategic direction of the group's business.

2 Investment and Financing

- 2.1 Ensuring prudent capital management
- 2.2 Examining proposed investments, divestments and capital expenditure and recommending to the Board those which are material by nature or cost.

3 Risk Management and Controls

- 3.1 Managing the group's risk profile in line with the extent and categories of risk identified as acceptable by the Board.
- 3.2 Ensuring appropriate internal controls are in place.
- 3.3 Developing appropriate group policies, including the Code of Conduct, for Board approval and ensuring they are consistent with the Company's values, support its long-term sustainable success and are followed.



- 3.4 Ensuring compliance by the group with legal, regulatory, corporate governance, social, ethical and environmental requirements and best practices.

4 Board Committees

- 4.1 Making recommendations on remuneration policy and the remuneration and terms of employment of the senior executive team to the Remuneration Committee.
- 4.2 Making recommendations to the Nomination and Governance Committee on the role and capabilities required in respect of the appointment of executive Directors.

5 Communication

- 5.1 Providing a means for timely and accurate disclosure of information, including an escalation route for issues and keeping the Chairman informed on all important matters.
- 5.2 Together with the Chairman, providing coherent leadership of the company, including, representing the Company to customers, suppliers, governments, shareholders, financial institutions, employees, the media, the community and the public and enhancing the group's reputation.

6 People

- 6.1 Leading the executive Directors and the senior executive team in the day to day running of the group's business, including chairing the Executive Committee and ensuring clear delegation of authorities.
- 6.2 Ensuring effective implementation of Board decisions.
- 6.3 Regularly reviewing the group's organisational structure and recommending changes as appropriate.
- 6.4 Formalising the roles and responsibilities of senior executives, setting their performance objectives, keeping their performance under regular review, and enabling the non-executive Directors to scrutinise and hold to account the performance of management and executive Directors against agreed performance objectives.
- 6.5 Managing effective succession planning for the senior executive team.
- 6.6 Motivating employees and ensuring there are effective processes for engaging with, communicating with, and listening to, employees and others working for the Company.



Role of the Senior Independent Director

Main Responsibilities

In addition to his/her responsibilities as a non-executive Director, the Senior Independent Director's responsibilities are as follows:

- 1 Support to the Chairman, Directors and shareholders**
 - 1.1 Providing a sounding Board for the Chairman.
 - 1.2 Acting as a trusted intermediary for the Directors as required.
 - 1.3 Supporting the Chairman in ensuring the Board is aware of the views of major shareholders and key stakeholders, including attending meetings with shareholders where necessary.
 - 1.4 Being available to Directors and shareholders in relation to concerns which contact through the Chairman, Chief Executive or Chief Financial Officer has failed to resolve or contact is inappropriate.
 - 1.5 Meeting with the non-executive Directors (without the Chairman being present) when necessary and at least once a year to appraise the Chairman's performance and communicating the results to the Chairman. Such appraisal to have taken into account the views of the executive Directors.
 - 1.6 Together with the Nomination and Governance Committee (excluding the Chairman), leading an orderly succession process for the Chairman.
 - 1.7 Chairing meetings of the Directors in the absence of the Chairman.