

Vodafone Group Plc

Notice of Annual General Meeting

Tuesday, 23 July 2019 at 11.00 am



We connect for a better future



vodafone

This document is important and requires your immediate attention. Please read it straight away.

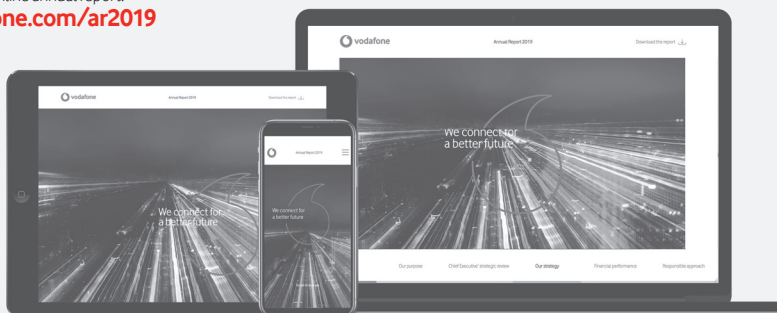
If you have any doubts about what action you need to take, you should immediately consult your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you reside elsewhere, another appropriately authorised financial adviser.

If you have sold or transferred all of your shares, you should pass this booklet and accompanying documents to the person through whom you sold or transferred them, to forward to the purchaser or transferee. If you have sold or transferred only part of your shareholding, you should keep these documents.

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Visit our online annual report:
vodafone.com/ar2019



Chairman's letter

Vodafone Group Plc ('Vodafone' or the 'Company') will hold its thirty-fifth annual general meeting ('AGM') at the Royal Lancaster London, Lancaster Terrace, London W2 2TY. The meeting will start at 11.00 am on Tuesday, 23 July 2019. Instructions on how to get to the venue and a map are available on pages 13 and 14 of this document.



Dear shareholder

The AGM is a valuable opportunity for shareholders to communicate with the Board and together review the performance of the Company. On behalf of the Board, I encourage you to attend the AGM. If you are unable to do so, then I would urge you, regardless of the number of shares you own, to vote on the Resolutions set out on pages 3 to 8. Details of how to do this are set out on pages 10 and 11.

Outside of the AGM, we like to use our website and email to communicate with our shareholders.

All shareholder communications, including this AGM notice, a copy of the Annual Report and up-to-date shareholder information, are available to view on the dedicated shareholder section of our website, vodafone.com/shareholdercentre, and I would encourage you to make use of them.

On 21 December 2018, we announced that the Company had decided to launch a tender process for the audit of our financial statements for the year ending 31 March 2020. Following the conclusion of this formal tender process and pursuant to the Audit and Risk Committee's recommendation, on 15 February 2019 we announced that the Board had approved the proposed appointment of Ernst & Young LLP as the Company's new statutory auditor, subject to approval by shareholders at the AGM. PricewaterhouseCoopers LLP, Vodafone's current auditor, will therefore step down as the Company's auditor at the conclusion of the AGM and Resolution 16 asks shareholders to approve Ernst & Young LLP's appointment. As required by law, PricewaterhouseCoopers LLP has provided the Company with a 'statement of circumstances' confirming that it will cease to hold office as a consequence of the Company's decision to tender the audit. A copy of the 'statement of circumstances' is set out on page 9 of this AGM notice.

We are also recommending the election of Sanjiv Ahuja and David Thodey. Sanjiv joined the Board as a Non-Executive Director on 9 November 2018 and David, subject to your approval, will join our Board on 1 September 2019. Both Sanjiv and David bring broad telecoms expertise to the Board. A summary of their skills can be found on page 2 and full biographical details can be found on our website at vodafone.com/board. As announced on 27 March 2019, Samuel Jonah will be standing down from the Board at the end of the AGM after ten years of service.

A summary of the skills brought to the Board by the Directors can be found on page 2 and full biographical details can be found on our website at vodafone.com/board. Following the outcome of the Board evaluation process, the Nominations and Governance Committee concluded that each Director continues to make a valuable contribution to Board meetings and to the meetings of the Committees on which they sit, and effectively work together to contribute to the Company's long-term success.

Your Directors consider that the Resolutions set out on pages 3 to 8 are in the best interests of shareholders as a whole and **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 our website as soon as possible after the end of the AGM.

Your Board appreciates your continuing support.

A handwritten signature in black ink, appearing to read 'Gerard Kleisterlee', written over a thin horizontal line.

Gerard Kleisterlee
Chairman

The Board



Gerard Kleisterlee

Chairman – Independent
on appointment (tenure: 8 years)

Skills: Gerard has extensive senior leadership experience gained in global businesses in developed and emerging markets and has a deep understanding of consumer electronics, technology and lifestyle industries.



Nick Read

Chief Executive Officer – Executive
Director (tenure: <1 year*)

Skills: Nick combines strong commercial and operational leadership with a detailed understanding of the industry and its opportunities and challenges. *Nick was Chief Financial Officer from April 2014 to July 2018.



Margherita Della Valle

Chief Financial Officer – Executive
Director (tenure: <1 year)

Skills: Margherita brings a strong track record in financial leadership and over 20 years' experience of the telecoms sector.



Valerie Gooding CBE

Senior Independent Director
(tenure: 5 years)

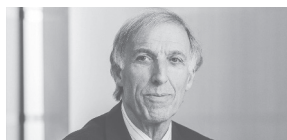
Skills: Valerie brings a wealth of international business experience obtained at companies with high levels of customer service and a focus on leadership and talent.



Sanjiv Ahuja

Non-Executive Director (tenure: <1 year)

Skills: Sanjiv has broad telecoms experience having led mobile, broadband and infrastructure companies, as well as considerable international experience in Europe, the United States, Africa and Asia.



Sir Crispin Davis

Non-Executive Director (tenure: 4 years)

Skills: As an experienced business leader within international content and technology markets, Sir Crispin brings a strong commercial perspective to Board discussions.



Michel Demaré

Non-Executive Director (tenure: 1 year)

Skills: Michel brings significant financial experience to the Board, having previously spent his career in various finance roles, including CFO of ABB Group. He also has a wealth of leadership experience.



Dame Clara Furse

Non-Executive Director (tenure: 4 years)

Skills: Dame Clara brings extensive knowledge of international capital markets and regulation, including a deep understanding of service industries and business transformation.



Renee James

Non-Executive Director (tenure: 8 years)

Skills: Renee brings comprehensive knowledge of the high technology sector to the Board and extensive experience of international management, technology and corporate strategy.



Amparo Moraleda

Non-Executive Director (tenure: 2 years)

Skills: As an experienced leader in international technology companies, Amparo brings to the Board a wealth of knowledge within this sector.



David Nish

Non-Executive Director (tenure: 3 years)

Skills: David brings to the Board wide-ranging operational and strategic experience as a senior leader and a strong understanding of financial and capital markets.



David Thodey

Prospective Non-Executive Director

Skills: David has a track record of strong operational performance in both the telecoms and technology sectors having been the former CEO of Telstra and from his 22 year career at IBM.

Full biographical details for each Director can be found on our website at vodafone.com/board

Notice of meeting and resolutions to be proposed

Vodafone will hold its thirty-fifth AGM at the Royal Lancaster London, Lancaster Terrace, London W2 2TY on Tuesday, 23 July 2019 at 11.00 am.

Resolutions 1 to 18 (inclusive) and 22 will be proposed as Ordinary Resolutions and Resolutions 19, 20, 21 and 23 will be proposed as Special Resolutions. There will be a poll vote on all Resolutions.

The Board recommends you vote 'FOR' Resolutions 1 to 23

Report and accounts

1. To receive the Company's accounts, the strategic report and reports of the Directors and the auditor for the year ended 31 March 2019.

Note: Shareholders are required to receive the Company's accounts for the financial year which ended on 31 March 2019. These include both the consolidated accounts and Vodafone's stand-alone accounts, together with the strategic report and the reports of the Directors and the auditor. These are all contained in the Annual Report which can be found on our website at vodafone.com/ar2019.

Election of Directors

2. To elect Sanjiv Ahuja as a Director.

3. To elect David Thodey as a Director.

Note: The Company's Articles of Association provide that the Board may appoint a person as an extra Director or to fill a casual vacancy. Any Director appointed in this way automatically retires at the next general meeting, when that Director must stand for election by the shareholders.

Sanjiv Ahuja joined the Board since the last AGM and is accordingly seeking election by shareholders. Sanjiv brings broad telecoms expertise to the Board having led mobile, broadband and infrastructure companies, including Telcordia (formerly Bellcore), Orange Plc and Tillman Global, as well as having considerable international experience from operating in Europe, the US, Africa and Asia.

As announced on 31 May 2019, David Thodey will also stand for election as a Director by shareholders to join the Board with effect from 1 September 2019. David brings extensive telecoms and technology experience having been the former CEO at Telstra and from his career at IBM spanning 22 years, where he held various senior positions including CEO of IBM Australia and New Zealand.

Full biographical details for Sanjiv and David can be found on our website at vodafone.com/board.

Annual re-election of Directors

4. To re-elect Gerard Kleisterlee as a Director.

5. To re-elect Nick Read as a Director.

6. To re-elect Margherita Della Valle as a Director.

7. To re-elect Sir Crispin Davis as a Director.

8. To re-elect Michel Demaré as a Director.

9. To re-elect Dame Clara Furse as a Director.

10. To re-elect Valerie Gooding as a Director.

11. To re-elect Renee James as a Director.

12. To re-elect Maria Amparo Moraleda Martinez as a Director.

13. To re-elect David Nish as a Director.

Note: Full biographical details of all the Directors who are proposed for re-election under Resolutions 4 to 13 can be found on pages 56 and 57 of the Annual Report and on our website at vodafone.com/board.

In the interests of good corporate governance and in accordance with the Company's Articles of Association, each year the Directors will all retire voluntarily and those wishing to continue on the Board will offer themselves for re-election by shareholders. This practice complies with the recommendations of the UK Corporate Governance Code. The Board has reviewed the independence of its Non-Executive Directors and has determined that each of them remains independent of management.

Notice of meeting and resolutions to be proposed

Final dividend

14. To declare a final dividend of 4.16 eurocents per ordinary share for the year ended 31 March 2019.

Note: This Resolution seeks shareholder approval for the final ordinary dividend recommended by the Directors. The Directors are recommending a final dividend of 4.16 eurocents per ordinary share. An interim dividend of 4.84 eurocents per ordinary share was paid on 1 February 2019, making a total dividend for the year of 9 eurocents per ordinary share. If approved, the final dividend will be paid on 2 August 2019 to shareholders on the register on 7 June 2019.

Annual Report on Remuneration

15. To approve the Annual Report on Remuneration contained in the Remuneration Report of the Board for the year ended 31 March 2019.

Note: The Board must put the Annual Report on Remuneration to a shareholder vote under company law. As in previous years, this shareholder vote is advisory. The Annual Report on Remuneration is available to view in the Annual Report (pages 87 to 96) which is available on our website at vodafone.com/ar2019.

Auditor appointment

16. To appoint Ernst & Young LLP as the Company's auditor until the end of the next general meeting at which accounts are laid before the Company.

Note: The Company has to appoint the auditor at each general meeting at which accounts are presented, to hold office until the end of the next meeting of that type. This Resolution, which is recommended by the Audit and Risk Committee, proposes the appointment of Ernst & Young LLP as the Company's new statutory auditor for the financial year ending 31 March 2020 following the conclusion of a formal tender process. PricewaterhouseCoopers LLP, Vodafone's current auditor, has provided the Company with a 'statement of circumstances', which can be found on page 9, and will cease to hold office from the conclusion of the AGM.

Auditor remuneration

17. To authorise the Audit and Risk Committee to determine the remuneration of the auditor.

Note: This Resolution follows best practice in corporate governance by separately seeking authority for the Audit and Risk Committee to determine the auditor's remuneration.

Authority to allot shares and authority to allot further shares as part of a rights issue

18. To renew the Board's power under Article 11.2 of the Company's Articles of Association to allot shares, grant rights to subscribe for shares and to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of US\$1,866,400,126 (the 'Section 551 Amount'); and
- (b) up to a further aggregate nominal amount of US\$1,866,400,126 only for the purposes of a rights issue:
 - to ordinary shareholders in proportion (as nearly as practicable) to their existing holdings; and
 - to people who are holders of or otherwise have rights to other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities,

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 or any other matter.

The Directors may use this power until the earlier of the end of the next annual general meeting of the Company or the close of business on 30 September 2020 (this period being the 'Allotment Period'). This authority replaces all previous authorities.

Note: The Directors need authority from shareholders to be able to issue shares. This authority is renewed each year at the AGM. The Directors are seeking authority to be able to:

- issue shares equivalent to one third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 31 May 2019 (Resolution 18(a)); and
- issue shares equivalent to a further one third of the total issued ordinary share capital of the Company (excluding treasury shares) as at 31 May 2019 as part of a rights issue (Resolution (18b)). If the Directors exercised this authority, then all the Directors would offer themselves for re-election by the shareholders at the following AGM (as they do each year in the interests of good corporate governance).

The Company's Articles of Association allow the issue or sale of shares after the expiry of this authority if the agreement to issue or sell the shares is entered into while the authority is in force.

The authorities being sought follow corporate governance guidelines. At the moment, the Company has no plans to undertake a rights issue or to issue new shares other than to meet its obligations under its executive and employee share plans. The Directors consider it desirable, however, to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable shares to be issued to finance business opportunities as they may arise.

At 31 May 2019, the Company held 2,091,822,053 treasury shares, which represent 7.83 per cent of the total number of ordinary shares in issue, excluding treasury shares, at that date.

Disapplication of pre-emption rights

19. If Resolution 18 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities and sale of treasury shares in connection with a pre-emptive offer (as defined in the Company's Articles of Association); and

(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of US\$279,960,019 (the 'Section 561 Amount'), such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2020) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 19 is proposed as a Special Resolution

Note: Under company law, where shares are issued or treasury shares are sold for cash they must first be offered to the existing shareholders on a pre-emptive basis in accordance with a particular procedure set out in company law (unless they are issued or sold in connection with an employee share scheme). The Directors are seeking authority (with Resolutions 19 and 20) to be able to issue shares or sell treasury shares for cash in certain circumstances.

Seeking the disapplication of pre-emption rights in these circumstances gives the Directors flexibility to make an offer to shareholders without following the particular procedure in company law. This enables the Directors to make arrangements in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in countries outside the UK or any other matter.

Resolution 19 allows the Directors to allot shares and sell treasury shares for cash (i) in connection with a pre-emptive offer or pre-emptive rights issue or (ii) otherwise up to a nominal value of US\$279,960,019, equivalent to 5 per cent of the total issued ordinary share capital of the Company excluding treasury shares and 4.64 per cent of the total issued ordinary share capital of the Company including treasury shares, as at 31 May 2019, in each case without first having to offer them to existing shareholders in proportion to their holdings. This is in line with the Pre-Emption Group's Statement of Principles ('the Principles').

Notice of meeting and resolutions to be proposed

The Principles also support the annual disapplication of pre-emption rights in respect of allotments of shares and sales of treasury shares for cash representing no more than an additional 5 per cent of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment (see Resolution 20).

The Board intends to adhere to the provisions in the Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non-pre-emptive basis under the authority in Resolution 19 in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, other than with prior consultation with shareholders or in connection with an acquisition or specified capital investment which is announced together with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Additional authority for disapplication of pre-emption rights

20. If Resolution 18 is passed, the Board be authorised in addition to any authority granted under Resolution 19 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of US\$279,960,019; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published

by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2020) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 20 is proposed as a Special Resolution

Note: The purpose of Resolution 20 is to authorise the Directors to allot new shares under the allotment authority given by Resolution 18, or sell treasury shares, for cash up to a further nominal amount of US\$279,960,019, equivalent to 5 per cent of the total issued ordinary share capital of the Company as at 31 May 2019, exclusive of treasury shares and 4.64 per cent of the total issued ordinary share capital of the Company including treasury shares, only in connection with an acquisition or specified capital investment which is announced together with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. This is in line with the template resolutions published by the Pre-Emption Group in May 2016. If the authority given in Resolution 20 is used, the Company will publish details of the placing in its next Annual Report.

Share buyback

21. To authorise the Company, for the purposes of Section 701 of the Companies Act 2006, to make market purchases (as defined in Section 693 of the Companies Act 2006) of ordinary shares of 20²⁰/₂₁ US cents each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares which may be purchased is 2,672,345,634;
- (b) the minimum price which may be paid for each ordinary share is 20²⁰/₂₁ US cents;

(c) the maximum price (excluding expenses) which may be paid for any ordinary share does not exceed the higher of:

- **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**
- **the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.**

This authority will expire at the earlier of the end of the next annual general meeting of the Company or at the close of business on 30 September 2020, unless the authority is renewed before then (except in relation to a purchase of ordinary shares where the contract was concluded before the expiry of the authority but which might be executed wholly or partly after that expiry).

Resolution 21 is proposed as a Special Resolution

Note: Resolution 21 renews the authority granted to the Company to purchase up to 2,672,345,634 ordinary shares until the earlier of the next AGM of the Company in 2020 or at the close of business on 30 September 2020, whichever occurs first. This represents 10 per cent of the ordinary shares in issue as at 31 May 2019 (excluding treasury shares). The Company's exercise of this authority is subject to the upper and lower limits on the price payable set out in the Resolution.

Similar resolutions have been approved by shareholders at previous AGMs of the Company. On 20 May 2019 the Company concluded an irrevocable and non-discretionary share buy-back programme (the 'Programme'). The Company purchased 799,067,755 ordinary shares under the Programme, this is below the limit the Company announced for the Programme on 28 January 2019 and below the number of ordinary shares permitted to be purchased by the Company pursuant to the authority granted by the shareholders at the AGM on 27 July 2018 (2,667,653,504 ordinary shares). At the moment, the Company has no plans to purchase its own shares during the next financial year, however the authority provides the flexibility to allow it to do so in the future.

Under UK company law, the Company can:

- hold the shares it has repurchased as treasury shares and resell them for cash or cancel them, either immediately or in the future; or
- use them for the purposes of its employee share schemes.

The Directors intend to hold any shares purchased under this authority as treasury shares. This will give the Company the ability to resell, transfer or cancel them in the future, and so gives the Company greater flexibility in managing its capital base. Treasury shares do not have voting rights or receive dividends.

Any treasury shares sold by the Company will count towards the number of shares which, if Resolutions 19 and 20 are passed, may be issued or sold without first offering them to existing shareholders (except when sold in connection with an employee share scheme).

The existing authority to buy back shares expires at the end of the 2019 AGM. If Resolution 21 is approved, the Board will use this authority only after careful consideration, taking into account:

- market conditions at the relevant time;
- other investment opportunities;
- appropriate gearing levels;
- the overall position of the Company;
- the effect on earnings per share (excluding items not related to underlying business performance); and
- the overall benefit for shareholders.

The total number of warrants and options to subscribe for shares issued by the Company outstanding at 31 May 2019 was 217,435,264. This represents 0.81 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 under this Resolution, then the total number of warrants and options to subscribe for shares issued by the Company outstanding at 31 May 2019 would represent 0.90 per cent of the total issued ordinary share capital (excluding treasury shares).

Notice of meeting and resolutions to be proposed

Political donations and expenditure

22. To authorise the Company and its subsidiaries during the period this Resolution has effect, for the purposes of Part 14 of the Companies Act 2006:

- (a) to make political donations to political parties and/or independent election candidates not exceeding £100,000;**
- (b) to make political donations to political organisations other than political parties not exceeding £100,000; and**
- (c) to incur political expenditure not exceeding £100,000,**

provided that the aggregate of donations and expenditure under (a), (b) and (c) does not exceed £100,000.

All existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Companies Act 2006 are revoked without prejudice to any donation made or expenditure incurred before those authorisations or approvals were revoked. This authority will expire at the earlier of the end of the next annual general meeting of the Company or at the close of business on 30 September 2020.

Words and expressions defined for the purpose of the Companies Act 2006 have the same meaning in this Resolution.

Note: The Companies Act 2006 requires shareholder approval for donations by companies to:

- registered political parties;
- other political organisations;
- independent election candidates, totalling more than £5,000 in any 12-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 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 authority for these payments expires at the end of the Company's 2019 AGM.

The Company's policy is still 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 interests of the shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertently infringing the Companies Act 2006, the Directors are seeking authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the date of the AGM in 2019 to the end of the AGM in 2020 or at the close of business on 30 September 2020 (whichever occurs first). This is subject to a maximum aggregate amount of £100,000.

Consent to short notice

23. To authorise the Board to call general meetings (other than annual general meetings) on a minimum of 14 clear days' notice.

Resolution 23 is proposed as a Special Resolution

Note: The Directors would like to be able to call general meetings (other than AGMs) on 14 clear days' notice (rather than the 21 days under UK company law).

Resolution 23 seeks approval to be able to do this, effective until the end of the Company's AGM in 2020.

The Company intends to seek this authority each year.

The shorter notice period of 14 clear days will not be routinely used for general meetings, but will only be used where the business of the meeting merits that flexibility and the Directors believe it to be beneficial to shareholders as a whole.

The Company meets the requirements for electronic voting under the relevant regulations to be able to call a general meeting on 14 clear days' notice.

Your Directors are recommending that shareholders vote 'FOR' Resolutions 1 to 23 as they intend to do for their own shareholdings in Vodafone.

By Order of the Board

Rosemary Martin
Company Secretary,

Vodafone House, The Connection, Newbury, Berkshire
RG14 2FN, United Kingdom

31 May 2019

PwC Statement of Circumstances



The Directors
Vodafone Group Plc
Vodafone House
The Connection
Newbury
Berkshire
RG14 2FN

31 May 2019

Dear Sirs,

Statement of Reasons connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reason connected with PricewaterhouseCoopers LLP, registered auditor number Co01004062, ceasing to hold office as auditors of Vodafone Group Plc, registered no: 01833679 (the "Company") effective from 23 July 2019.

The reason we are ceasing to hold office is that the Company undertook a competitive tender process for the position of statutory auditor and we mutually agreed with the Audit Committee not to participate.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors and should this change subsequent to the date of this Statement and prior to the Annual General Meeting scheduled on 23 July 2019, we will issue a separate communication to you.

Yours faithfully,

A handwritten signature in cursive script, appearing to read "PricewaterhouseCoopers LLP".

PricewaterhouseCoopers LLP

*PricewaterhouseCoopers LLP, 1 Embankment Place, London, WC2N 6RH
T: +44 (0) 2075 835 000, F: +44 (0) 2072 124 652, www.pwc.co.uk*

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

Notes to the AGM notice

1. Information rights

Any person who has been nominated under Section 146 of the Companies Act 2006 (the 'Companies Act') to enjoy information rights (a 'Nominated Person') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they 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 these notes do not apply directly to Nominated Persons.

2. Documents available for inspection

Copies of the Directors' service contracts and the terms and conditions of appointment of all Non-Executive Directors and a copy of this AGM notice will be available for inspection at the registered office of the Company and at the offices of Slaughter and May, 1 Bunhill Row, London EC1Y 8YY during normal business hours on any weekday (excluding public holidays) from the date of this AGM notice until (and including) the date of the AGM, and at the Royal Lancaster London, Lancaster Terrace, London W2 2TY from 10.45 am on that date until the end of the AGM. A copy of this AGM notice and other information required by Section 311A of the Companies Act is also available on the Company's website at vodafone.com/agm.

3. Entitlement to attend and vote

The Company will determine which shareholders are entitled to attend and vote at the AGM, and the number of votes which may be cast, by reference to the Company's shareholder register at 8.00 pm on Friday, 19 July 2019 or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time set for the adjourned meeting. In each case, changes to the shareholder register after that time will not be taken into account.

4. Appointing a proxy: direct shareholders

A shareholder holding shares directly on the register (a 'direct shareholder') may appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at the AGM.

Direct shareholders can register proxy appointments and instructions using one of the following methods:

- visiting our website, 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 proxy form or the email notification of this booklet (if we communicate with you electronically);
- completing and signing the proxy form and returning it in the addressed envelope along with any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ; or
- submitting a CREST message, if you are a CREST member. Please see Notes 5 and 8 on the proxy form for details.

All proxy appointments and instructions, by whichever method you choose, must be received by our Registrars by 11.00 am on Friday, 19 July 2019. You are encouraged to choose electronic proxy appointment and instructions.

If you appoint a proxy, you will still be able to come to the AGM in person, if you wish to do so.

5. Appointing a proxy: VSA members

Shareholders who hold shares through the Vodafone Share Account ('VSA members') and cannot attend the meeting in person can instruct Computershare Company Nominees Limited (the 'Nominee') to vote on their behalf, using one of the following methods:

- visiting our website, 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 front of the voting instruction form; or
- completing and signing the voting instruction form and returning it in the addressed envelope.

All voting instructions, by whichever method you choose, must be received by our Registrars by 11.00 am on Thursday, 18 July 2019. You are encouraged to choose the electronic method.

If you instruct the Nominee to vote for you, you will still be able to come to the AGM in person, if you wish to do so.

6. Using the CREST Proxy Instruction

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by following the procedures described in the CREST Manual (available via euroclear.com). 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.

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. 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, 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 4. 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.

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 is 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.

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.

7. 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 to do this: the appointment of a proxy (described above) or a corporate representative.

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. 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 vodafone.com/governance.

Corporate representatives wishing to attend the AGM 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.

8. Electronic addresses

Electronic addresses provided in this AGM notice, the proxy form and voting instruction form are provided only for those purposes expressly stated.

9. Joint holders

In the case of joint holders, where more than one of the joint holders completes a proxy form or VSA Voting Instruction Form for the joint holding, only the form submitted by the holder whose name appears first in the Company's register of members will be accepted.

10. Total voting rights and share capital

As at 31 May 2019, which is the latest practicable date before publication of this AGM notice, the Company had 28,815,278,398 ordinary shares of 20²⁰/₁ US 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 31 May 2019 was 26,723,456,345. 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.

Notes to the AGM notice

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 way of a poll and not by a 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.

11. Right to request a statement from the Company

Shareholders should note that, under Section 527 of the Companies 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 (a) 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 AGM for the financial year beginning 1 April 2018, or (b) any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 April 2018 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 Section 527 or 528 (requirements as to website availability) of the Companies Act. Where the Company is required to place a statement on a website under Section 527 of the Companies 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 AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act to publish on a website.

12. Right to ask questions at the AGM

Any shareholder attending the AGM has the right to ask questions. The Company must give an answer to any such question relating to the business being dealt with at the AGM except if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

13. Right to propose a resolution

Under Section 338 and Section 338A of the Companies Act, shareholders meeting the threshold requirements in those sections have the right to require the Company (a) to give to shareholders of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (b) to include in the business to be dealt with at the AGM 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, and must be received by the Company not later than 10 June 2019, which is six clear weeks before the AGM. In the case of a matter to be included in the business only it must also be accompanied by a statement setting out the grounds for the request.

14. Data protection

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (SRN). The Company and any third party to which it discloses the data (including our Registrars) may process your personal data in accordance with the Company's privacy policy for the purposes of compiling and updating the Company's records and fulfilling the Company's legal obligations. The Company's privacy policy is available online at vodafone.com/shareholdercentre in the FAQs section.

Shareholder attendance, enquiries and information

Getting to the AGM venue

There is a map showing how to find the Royal Lancaster London on page 14 of this AGM notice.

To access the AGM, please use the Nine Kings Suite entrance on Westbourne Street. Representatives in Vodafone uniforms will be outside the venue directing you to the right location.

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 meeting will not be permitted inside the venue.

Registration

The AGM will start at 11.00 am. Registration will take place in the Nine Kings Suite entrance on the ground floor from 9.30 am. Tea and coffee will be also served in the Nine Kings Suite on the ground floor.

Please make sure you bring your admission card (attached to the proxy form or voting instruction form) or a copy of the email notification of this booklet (if we communicate with you electronically), as this will help you with registration formalities.

A shareholders' help desk will be available from 9.30 am to take your questions on administrative and account matters. Customer Service and Investor Relations representatives will also be available before and after the meeting.

Shareholders will have the opportunity to ask questions relating to the business of the meeting.

If you cannot attend

The AGM will be webcast live on the Company's website, vodafone.com/agm, and after the meeting a recording will be available on the website. For more information on how to view the webcast, please visit our website.

If you hold your shares directly on the share register you can register your proxy appointment and instructions using one of the methods in Note 4 to the AGM notice. You may appoint more than one proxy for the AGM as long as each proxy is appointed to exercise the rights attached to a different share or shares held by you.

If you are a VSA member you can attend, speak and vote at the AGM or, if you do not wish to attend in person, you may instruct Computershare Company Nominees Limited to vote these shares on your behalf using one of the methods in Note 5 to the AGM notice.

A proxy does not need to 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)) may still attend and vote at the AGM themselves.

Annual Report and AGM notice

The Company's 2019 Annual Report is available online at vodafone.com/ar2019. The report, and its individual sections, are also available as PDFs for download and printing. Hard copies of the Annual Report and 2019 AGM notice are available from Investor Relations on ir@vodafone.co.uk or by contacting the Registrars whose contact details can be found 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 investorcentre.co.uk.

You will need your ten-digit SRN which starts with the letter C, G or I and is printed on your proxy form, voting instruction form or email notification of this AGM notice (if we communicate with you electronically).

Dividend payments by direct credit

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

Registrars/shareholder enquiries

The Company's ordinary share register and VSA register is maintained by:

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ
United Kingdom
Telephone: +44 (0) 370 702 0198
Fax: +44 (0) 370 703 6116
investorcentre.co.uk/contactus

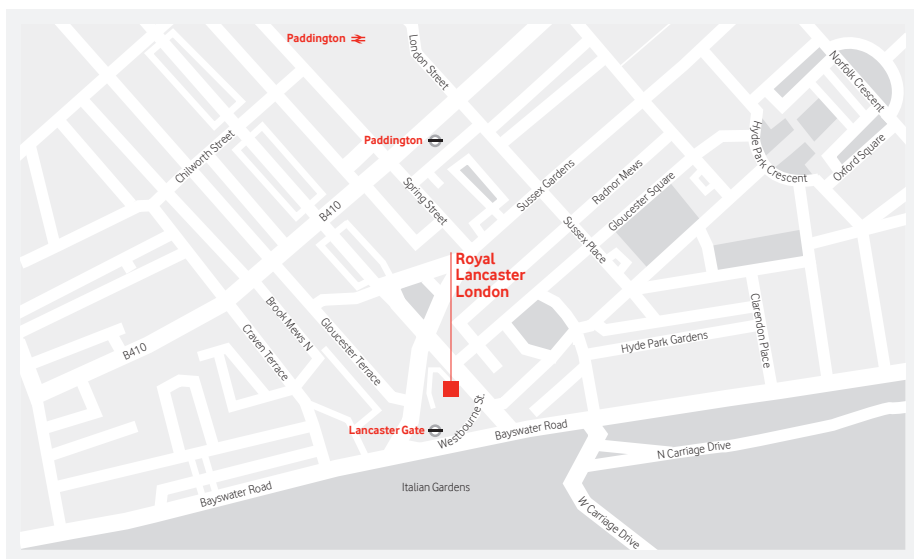
Holders of ordinary shares who are resident in Ireland can contact the Company's Registrars directly at:

Computershare Investor Services (Ireland) Limited
P.O. Box 13042
Dublin 24
Ireland
Telephone: +353 (0) 818 300 999
investorcentre.co.uk/contactus

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

AGM information

Date	Tuesday, 23 July 2019
Location	Royal Lancaster London, Lancaster Terrace, London W2 2TY
Nearest tube stations	Lancaster Gate and Paddington
Entrance and registration	Nine Kings Suite entrance on Westbourne Street
Key timings	9.30 am registration opens 11.00 am AGM starts
Refreshments	9.30 am tea and coffee will be available
Customer Services & Investor Relations	Representatives will be available before and after the meeting



Upcoming dates

26 July 2019 **2 August 2019**
Q1 results Payment of final dividend

Visit our website for more information:

vodafone.com/shareholdercentre



Vodafone Group Plc

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Registered in England and Wales No. 1833679

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